

This document is important and requires your immediate attention. If you are in any doubt as to how to deal with it, you should consult your investment dealer, stockbroker, bank manager, lawyer or other professional advisor.

This document does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer (as defined below) is not being made to Shareholders in any jurisdiction in which the making of the Offer would not be in compliance with the laws of such jurisdiction. This Offer has not been approved by any securities regulatory authority nor has any securities regulatory authority passed upon the fairness or merits of the Offer or upon the adequacy of the information contained in this document. Any representation to the contrary is an offense.

Shareholders in the United States should read the "Information for United States Shareholders Only" included herein.

September 28, 2020



AGF MANAGEMENT LIMITED

OFFER TO PURCHASE FOR CASH UP TO \$40,000,000 IN VALUE OF ITS CLASS B NON-VOTING SHARES AT A PURCHASE PRICE OF NOT LESS THAN \$5.65 AND NOT MORE THAN \$6.25 PER CLASS B NON-VOTING SHARE

AGF Management Limited ("**AGF**" or the "**Company**") hereby offers, upon the terms and subject to the conditions described herein, to purchase for cancellation a number of Class B non-voting shares of the Company (the "**Class B Non-Voting Shares**") for an aggregate purchase price not exceeding \$40,000,000. Only Class B Non-Voting Shares will be taken up and purchased for cancellation pursuant to the Offer (as defined below). Holders of Class A voting common shares of the Company (the "**Class A Shares**") are not entitled to participate in the Offer by depositing their Class A Shares to the Offer. Only Class B Non-Voting Shares are subject to the Offer (as defined below). The purchase price of any Class B Non-Voting Share taken up by the Company (the "**Purchase Price**") will be determined in the manner described below but will not be less than \$5.65 and not more than \$6.25 per Class B Non-Voting Share. All Class B Non-Voting Shares purchased by the Company pursuant to the Offer will be purchased at the same Purchase Price.

The offer by the Company is subject to the terms and conditions set forth in this offer to purchase (the "**Offer to Purchase**"), the accompanying issuer bid circular (the "**Circular**"), the related letter of transmittal (the "**Letter of Transmittal**") and the notice of guaranteed delivery (the "**Notice of Guaranteed Delivery**") (which together constitute, and are herein referred to as, the "**Offer**").

The Offer will expire at 5:00 p.m. (Toronto time) on November 3, 2020 unless withdrawn, extended or varied by the Company (the "Expiration Date"). The Offer is not conditional upon any minimum number of Class B Non-Voting Shares being properly deposited under the Offer. The Offer is, however, subject to other conditions and the Company reserves the right, subject to applicable laws, to withdraw, extend or vary the Offer if, at any time prior to the payment of any Class B Non-Voting Shares, certain events occur. See Section 7 of the Offer to Purchase, "Certain Conditions of the Offer".

Holders of Class B Non-Voting Shares (collectively, the "**Shareholders**") wishing to tender to the Offer may do so pursuant to:

- auction tenders in which the tendering Shareholders specify the number of Class B Non-Voting Shares being tendered at a price (the "**Auction Price**") of not less than \$5.65 per Class B Non-Voting Share and not more than \$6.25 per Class B Non-Voting Share in increments of \$0.05 per Class B Non-Voting Share (the "**Auction Tenders**"); or
- purchase price tenders in which the tendering Shareholders do not specify a price per Class B Non-Voting Share, but rather agree to have a specified number of Class B Non-Voting Shares purchased at the Purchase Price to be determined by the Auction Tenders (the "**Purchase Price Tenders**").

Promptly following the Expiration Date, the Company will determine the Purchase Price, which will not be less than \$5.65 per Class B Non-Voting Share and not more than \$6.25 per Class B Non-Voting Share. The Purchase Price will be the lowest price that enables the Company to purchase that number of Class B Non-Voting Shares tendered pursuant to valid Auction Tenders and Purchase Price Tenders having an aggregate purchase price not exceeding \$40,000,000. If the Purchase Price is determined to be \$5.65 per Class B Non-Voting Share (which is the minimum price per Class B Non-

Voting Share under the Offer), the maximum number of Class B Non-Voting Shares that may be purchased by the Company is 7,079,646 Class B Non-Voting Shares. If the Purchase Price is determined to be \$6.25 per Class B Non-Voting Share (which is the maximum price per Class B Non-Voting Share under the Offer), the maximum number of Class B Non-Voting Shares that may be purchased by the Company is 6,400,000 Class B Non-Voting Shares. If no Auction Tenders or Purchase Price Tenders are made pursuant to the Offer, no Class B Non-Voting Shares will be purchased by the Company. For the purpose of determining the Purchase Price, Class B Non-Voting Shares tendered pursuant to a Purchase Price Tender will be considered to have been tendered at a price of \$5.65 per Class B Non-Voting Share (which is the minimum price per Class B Non-Voting Share under the Offer). Shareholders who validly tender Class B Non-Voting Shares without specifying whether they are making an Auction Tender or Purchase Price Tender, including by tendering an insufficient number of Class B Non-Voting Shares, will be deemed to have made a Purchase Price Tender.

As of September 25, 2020, there were 76,870,612 Class B Non-Voting Shares issued and outstanding. The Offer would be for approximately 9.21% of the issued and outstanding Class B Non-Voting Shares if the Purchase Price is determined to be \$5.65 per Class B Non-Voting Share (which is the minimum price per Class B Non-Voting Share under the Offer) or approximately 8.33% of the issued and outstanding Class B Non-Voting Shares if the Purchase Price is determined to be \$6.25 per Class B Non-Voting Share (which is the maximum price per Class B Non-Voting Share under the Offer).

Each Shareholder who has properly deposited Class B Non-Voting Shares pursuant to an Auction Tender at or below the Purchase Price, or a Purchase Price Tender and who has not withdrawn such shares will receive the Purchase Price, payable in cash (subject to applicable withholding taxes, if any), for all Class B Non-Voting Shares purchased upon the terms and subject to the conditions of the Offer, including the provisions relating to proration and the preferential acceptance of odd lots described herein. Class B Non-Voting Shares tendered by a Shareholder pursuant to an Auction Tender will not be purchased by the Company pursuant to the Offer if the price per Class B Non-Voting Share specified by the Shareholder is greater than the Purchase Price.

The Purchase Price will be payable in Canadian dollars.

If the aggregate purchase price for Class B Non-Voting Shares validly tendered and not withdrawn pursuant to Auction Tenders at Auction Prices at or below the Purchase Price and Purchase Price Tenders (the "**Auction Tender Purchase Amount**") is less than or equal to \$40,000,000, the Company will purchase at the Purchase Price all Class B Non-Voting Shares so tendered pursuant to Auction Tenders at or below the Purchase Price and Purchase Price Tenders. If the Auction Tender Purchase Amount is greater than \$40,000,000, the Company will purchase a portion of the Class B Non-Voting Shares so tendered pursuant to Auction Tenders at or below the Purchase Price and Purchase Price Tenders, as follows: (i) first, the Company will purchase all Class B Non-Voting Shares tendered at or below the Purchase Price by Shareholders who own, as of the close of business on the Expiration Date, fewer than 100 Class B Non-Voting Shares (the "**Odd Lot Holders**") at the Purchase Price; and (ii) second, the Company will purchase at the Purchase Price on a *pro rata* basis that portion of the Class B Non-Voting Shares tendered pursuant to Auction Tenders at or below the Purchase Price and Purchase Price Tenders having an aggregate purchase price, based on the Purchase Price, equal to (A) \$40,000,000, less (B) the aggregate amount paid by the Company for Class B Non-Voting Shares tendered by Odd Lot Holders.

All Auction Tenders and Purchase Price Tenders will be subject to adjustment to avoid the purchase of fractional Class B Non-Voting Shares. All payments to Shareholders will be subject to deduction of applicable withholding taxes. See Section 3 of the Offer to Purchase, "Number of Class B Non-Voting Shares and Proration".

Certificates for all Class B Non-Voting Shares not purchased under the Offer (including shares not purchased because of proration), or properly withdrawn before the Expiration Date, will be returned (in the case of certificates representing Class B Non-Voting Shares all of which are not purchased) or replaced with new certificates representing the balance of Class B Non-Voting Shares not purchased (in the case of certificates representing Class B Non-Voting Shares of which less than all are purchased), promptly after the Expiration Date or termination of the Offer or the date of withdrawal of the Class B Non-Voting Shares, without expense to the Shareholder. In the case of Class B Non-Voting Shares tendered through book-entry transfer, such Class B Non-Voting Shares will be credited to the appropriate account, without expense to the Shareholder.

The Class B Non-Voting Shares are listed and posted for trading on the Toronto Stock Exchange (the "**TSX**") under the symbol "AGF.B". On September 22, 2020, the last full trading day prior to the date of announcement of the Company's intention to make the Offer, the closing price of the Class B Non-Voting Shares on the TSX was \$5.20 per Class B Non-Voting Share. On September 25, 2020, the last full trading day before the date of this Circular, the closing price of the Class B Non-Voting Shares on the TSX was \$5.85 per Class B Non-Voting Share.

In accordance with Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**"), the Company has determined that: (i) a liquid market existed for the Class B Non-Voting Shares at the time of the Offer, and (ii) it is reasonable to conclude that, following the completion of the Offer in accordance with its terms, there will be a market for holders of Class B Non-Voting Shares who do not tender to the Offer that is not materially less liquid

than the market that existed at the time of the making of the Offer. The board of directors of AGF (the "**Board of Directors**") has also obtained, on a voluntary basis, an opinion from National Bank Financial Inc. which, subject to the qualifications, assumptions and restrictions set out therein, confirms the determination of the Company with respect to market liquidity. A copy of the opinion is attached hereto as Schedule A.

The Board of Directors has approved the Offer. However, none of AGF or its Board of Directors, Computershare Investor Services Inc. (the "Depositary") or National Bank Financial Inc. makes any recommendation to any Shareholder as to whether to deposit or refrain from depositing Class B Non-Voting Shares under the Offer. Shareholders are urged to evaluate carefully all information in the Offer, consult their own financial, legal, investment and tax advisors and make their own decisions as to whether to deposit Class B Non-Voting Shares under the Offer, and, if so, how many shares to deposit. See Section 2 "Purpose and Effect of the Offer", Section 9 "Interest of Directors and Officers – Ownership of AGF's Securities" and Section 10 "Arrangements Concerning Class B Non-Voting Shares" – Acceptance of the Offer" of the Circular.

Shareholders should carefully consider the income tax consequences of having Class B Non-Voting Shares purchased under the Offer. See Section 13 of the Circular, "Income Tax Considerations". Shareholders should retain and consult with their own tax advisors to understand the tax related consequences of the Offer.

Shareholders wishing to deposit all or any portion of their Class B Non-Voting Shares pursuant to the Offer must comply in all respects with the delivery procedures described herein. See Section 5 of the Offer to Purchase, "Procedure for Depositing Class B Non-Voting Shares".

NO PERSON HAS BEEN AUTHORIZED TO MAKE ANY RECOMMENDATION ON BEHALF OF AGF AS TO WHETHER YOU SHOULD DEPOSIT OR REFRAIN FROM DEPOSITING CLASS B NON-VOTING SHARES PURSUANT TO THE OFFER. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE OFFER OTHER THAN AS SET FORTH IN THIS OFFER. IF GIVEN OR MADE, ANY SUCH RECOMMENDATION OR ANY SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY AGF.

No Canadian or foreign securities commission has approved or disapproved of this Offer or passed upon the merits or fairness of this Offer or passed upon the adequacy or accuracy of the information contained in this Offer. Any representation to the contrary is a criminal offense. The Offer is not being made to, nor will deposits be accepted from or on behalf of, Shareholders in any jurisdiction in which the making or acceptance of the Offer would not be in compliance with the laws of such jurisdiction. However, the Company may, in its sole discretion, take such action as it may deem necessary to extend the Offer to Shareholders in any such jurisdiction.

Any questions or requests for information regarding the Offer should be directed to the Depositary at the address and telephone numbers of the Depositary set forth on the last page of the accompanying Circular.

The Offer will expire at 5:00 p.m. (Toronto time) on November 3, 2020, unless extended or withdrawn.

The Depositary for the Offer is:

Computershare Investor Services Inc.

Regular Mail:

Computershare Investor Services Inc.
P.O. Box 7021
31 Adelaide Street East
Toronto, ON M5C 3H2
Attention: Corporate Actions

Telephone (outside North America): 1 (514) 982-7888
Toll Free (within North America): 1 (800) 564-6253
Email: corporateactions@computershare.com

Registered Mail, Hand or Courier

100 University Avenue
8th Floor
Toronto, ON M5J 2Y1
Attention: Corporate Actions

ADDITIONAL INFORMATION

The Company is subject to the continuous disclosure requirements of applicable Canadian securities legislation and the rules of the TSX, and in accordance therewith, files periodic reports and other information with Canadian provincial and territorial securities regulators and the TSX. Shareholders may access our disclosure documents and any reports, statements or other information that we file with the securities regulatory authorities in each of the provinces and territories of Canada through the Internet on the Canadian System for Electronic Document Analysis and Retrieval ("**SEDAR**") and which may be accessed at www.sedar.com. Copies of these documents may also be obtained upon written or oral request without charge upon request to Mr. Mark Adams at the head office: Corporate Services, Suite 3100, 66 Wellington Street West, Toronto Dominion Bank Tower, Toronto Dominion Centre, Toronto, Ontario, M5K 1E9.

FORWARD-LOOKING STATEMENTS

Certain statements in this Offer about the Offer, including the terms and conditions of the Offer, the aggregate amount of Class B Non-Voting Shares to be purchased for cancellation under the Offer, the expected expiration date of the Offer, as well as the Company's current and future plans, expectations and intentions, results, levels of activity, performance, goals or achievements or any other future events or developments constitute "forward-looking statements" within the meaning of applicable Canadian securities laws. The words "may", "will", "would", "should", "could", "expects", "plans", "intends", "trends", "indications", "anticipates", "believes", "estimates", "predicts", "likely" or "potential" or the negative or other variations of these words or other comparable words or phrases, are intended to identify forward-looking statements. Forward-looking statements are based on estimates and assumptions made by the Company in light of its experience and perception of historical trends, current conditions and expected future developments, as well as other factors that the Company believes are appropriate and reasonable in the circumstances, but there can be no assurance that such estimates and assumptions will prove to be correct or that the Company's expectations regarding this Offer or the Company's actual results, level of activity, performance or achievements or future events or developments will be achieved.

Many factors could cause the Company's expectations regarding this Offer or the Company's actual results, level of activity, performance or achievements or future events or developments to differ materially from those expressed or implied by the forward-looking statements, including, without limitation, the following factors: potential volatility of the price of the Class B Non-Voting Shares; uncertainty in the level of Shareholder participation in the Offer; payment of dividends; limited voting rights attached to the Class B Non-Voting Shares; fluctuation of quarterly operating results; securities analysts' research or reports impacting the price of Class B Non-Voting Shares; level of assets under our management; volume of sales and redemptions of our investment products; performance of our investment funds and of our investment managers and advisors; client driven asset allocation decisions; pipeline; competitive fee levels for investment management products and administration; competitive dealer compensation levels and cost efficiency in our investment management operations; general economic, political and market factors in North America and internationally; interest and foreign exchange rates; global equity and capital markets; business competition; taxation; changes in government regulations; unexpected judicial or regulatory proceedings; technological changes; cybersecurity; catastrophic events; and our ability to complete strategic transactions and integrate acquisitions, and attract and retain key personnel. These factors and assumptions are not intended to represent a complete list of the factors and assumptions that could affect the Company and/or the Company's expectations regarding the Offer. These factors and assumptions, however, should be considered carefully.

Other factors could also cause the Company's expectations regarding the Offer to differ materially from those expressed or implied by the forward-looking statements, including with respect to the Company's ability to complete the Offer on the timelines anticipated, the Company continuing to have sufficient financial resources and working capital following the completion of the Offer, the Offer not precluding the Company from pursuing future business opportunities, the market for the Class B Non-Voting Shares not being materially less liquid after the completion of the Offer than the market that exists at the time of the Offer, the satisfaction or waiver of the conditions to the Offer, the extent to which Shareholders determine to deposit their Class B Non-Voting Shares to the Offer and the Company's status as a reporting issuer and the continued listing of the Class B Non-Voting Shares on the TSX. These factors are not intended to represent a complete list of the factors that could affect the Company and the Offer; however, these factors should be considered carefully. The purpose of the forward-looking statements is to provide the reader with a description of management's expectations and may not be

appropriate for other purposes; readers should not place undue reliance on forward-looking statements made herein. Furthermore, unless otherwise stated, the forward-looking statements contained in this Offer are made as of the date of this Offer, and the Company has no intention and undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. The forward-looking statements contained in this Offer are expressly qualified by this cautionary statement. Further details and descriptions of these and other factors are disclosed in the Offer and in AGF's public filings with provincial or territorial securities regulatory authorities, which may be accessed on SEDAR's website at www.sedar.com.

NOTICE TO HOLDERS OF CLASS A VOTING SHARES

The Offer is made only for Class B Non-Voting Shares and is not made for any Class A Shares. Any holder of Class A Shares who wishes to participate in the Offer may only participate in the Offer to the extent such holder holds Class B Non-Voting Shares by duly depositing such Class B Non-Voting Shares in accordance with the terms and conditions of the Offer. See Section 5 of the Offer, "Procedure for Depositing Class B Non-Voting Shares – Holders of Class A Shares".

NOTICE TO HOLDERS OF OPTIONS

The Offer is made only for Class B Non-Voting Shares and is not made for any options or other securities or other rights to acquire Class B Non-Voting Shares. Any holder of such securities who wishes to accept the Offer must, to the extent permitted by the terms thereof and applicable law, fully exercise, convert or exchange, as applicable, the options or other securities or other rights in order to deposit the resulting Class B Non-Voting Shares in accordance with the terms and conditions of the Offer. Any such exercise, conversion or exchange must occur sufficiently in advance of the Expiration Date to assure holders of options or other securities or other rights to acquire Class B Non-Voting Shares that they will have sufficient time to comply with the procedures for depositing Class B Non-Voting Shares under the Offer. Any such exercise, conversion or exchange will be irrevocable, including where the Class B Non-Voting Shares tendered are subject to proration or otherwise are not taken up. The tax consequences to holders of options or other securities or other rights to acquire Class B Non-Voting Shares in respect of any such exercise, conversion or exchange are not described herein and all such holders are advised to contact their own tax advisors for tax advice having regard to their own particular circumstances.

INFORMATION FOR UNITED STATES SHAREHOLDERS ONLY

The Offer is being made for the securities of a Canadian issuer and by a Canadian issuer that is permitted to prepare the Offer in accordance with the disclosure requirements of the Province of Ontario and the other provinces and territories of Canada. Shareholders in the United States should be aware that such requirements are different from those of the United States. Financial statements of AGF have been prepared in accordance with International Financial Reporting Standards ("IFRS") and are subject to Canadian auditing and auditor independence standards and, therefore, they may not be comparable to financial statements of U.S. companies prepared in accordance with United States generally accepted accounting principles.

The enforcement by Shareholders of civil liabilities under U.S. federal and state securities laws may be adversely affected by the fact that AGF is incorporated under the *Business Corporations Act* (Ontario), that some or all of its directors and officers are residents of Canada, that some or all of the experts named in the Offer to Purchase and Circular are non-residents of the United States and that all or a substantial portion of the assets of the Company and said persons are located outside the United States. It may be difficult to effect service of process on the Company, its officers and directors and the experts named in the Offer to Purchase and Circular. In addition, U.S. Shareholders should not assume that courts of Canada or in the countries where such directors and officers reside or in which AGF's non-U.S. assets or the assets of such persons are located (i) would enforce judgments of U.S. courts obtained in actions against AGF or such persons predicated upon civil liability provisions of U.S. federal and state securities laws as may be applicable, or (ii) would enforce, in original actions, any asserted liabilities against AGF, its subsidiaries or such persons predicated upon such laws. Enforcement of any asserted civil liabilities under U.S. securities laws may be further adversely affected by the fact that some or all of the experts named in the Offer may be residents of Canada.

The Offer will not be conducted in the United States or for the account or for the benefit of a person in the United States, unless the Company is satisfied that the Offer may be conducted in the relevant jurisdiction in reliance upon available exemptions from the United States Securities Act of 1933, as amended (the "**Securities Act**") and the United States Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and the securities laws of the relevant United States state or other local jurisdiction, or on a basis otherwise determined to be acceptable to the Company in its sole discretion, and without subjecting the Company to any registration, qualification, or similar requirements.

U.S. Shareholders should be aware that the acceptance of the Offer will have certain tax consequences under United States and Canadian law. Such consequences for Shareholders who are resident in, or citizens of, the United States are not described herein and, as such, Shareholders are encouraged to consult their own tax advisors with respect to their particular circumstances and tax considerations applicable to them. See Section 13 of the Circular, "Income Tax Considerations".

THIS OFFER HAS NOT BEEN APPROVED OR DISAPPROVED BY THE UNITED STATES SECURITIES AND EXCHANGE COMMISSION (THE "SEC") NOR HAS THE SEC NOR ANY UNITED STATES STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THE OFFER. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

CURRENCY

All dollar references in the Offer to Purchase and the Circular are in Canadian dollars except where otherwise indicated.

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SUMMARY

This summary is provided for your convenience. It highlights certain material information relating to the Offer, but you should understand that it does not describe all of the details of the Offer to the same extent as described elsewhere herein. The Company therefore urges you to read the entire Offer to Purchase, Circular, Letter of Transmittal and Notice of Guaranteed Delivery because they each contain important information. References have been included to certain sections of the Offer where you will find a more complete discussion.

Expiration Date The Offer expires at **5:00 p.m.** (Toronto time) on November 3, 2020 or at such later time and date to which the Offer may be extended or varied by the Company. See Section 1 of the Offer to Purchase, "The Offer".

Payment Date AGF will take up the Class B Non-Voting Shares to be purchased pursuant to the Offer as soon as reasonably practicable after the Expiration Date and in any event not later than 10 days after the Expiration Date, provided that the conditions of the Offer (as the same may be varied) have been satisfied or waived. Any Class B Non-Voting Shares taken up will be paid for as soon as reasonably practicable, but in any event no later than three (3) business days after they are taken up in accordance with applicable Canadian securities laws. See Section 9 of the Offer to Purchase, "Taking Up and Payment for Deposited Class B Non-Voting Shares".

Purpose of the Offer The Company believes that the purchase of Class B Non-Voting Shares is in the best interests of the Company and permits the Company to return up to \$40,000,000 of capital to Shareholders who elect to tender their shares. See Section 2 of the Circular, "Purpose and Effect of the Offer".

Currency of Payment The Purchase Price will be denominated in Canadian dollars and payments of amounts owing to Shareholders whose Class B Non-Voting Shares are taken up will be made in Canadian dollars. See Section 2 of the Offer to Purchase, "Purchase Price".

Methods of Tender Shareholders wishing to tender to the Offer may do so pursuant to:

- **Auction Tenders** in which the tendering Shareholders specify the number of Class B Non-Voting Shares being tendered and an Auction Price of not less than \$5.65 per Class B Non-Voting Share and not more than \$6.25 per Class B Non-Voting Share in increments of \$0.05 per Class B Non-Voting Share; or
- **Purchase Price Tenders** in which the tendering Shareholders do not specify a price per Class B Non-Voting Share, but rather agree to have a specified number of Class B Non-Voting Shares purchased at the Purchase Price to be determined by the Auction Tenders.

Purchase Price The Purchase Price will be determined in the manner described in the Offer but will not be less than \$5.65 per Class B Non-Voting Share and not more than \$6.25 per Class B Non-Voting Share, taking into account the Auction Prices and the number of Class B Non-Voting Shares deposited pursuant to Auction Tenders and Purchase Price Tenders. The Purchase Price will be the lowest price that enables the Company to purchase that number of Class B Non-Voting Shares pursuant to valid Auction Tenders and Purchase Price Tenders having an aggregate purchase price not exceeding \$40,000,000.

All Class B Non-Voting Shares purchased by the Company pursuant to the Offer (including Class B Non-Voting Shares tendered at Auction Prices at or below the Purchase Price) will be purchased at the same Purchase Price.

A Shareholder making an Auction Tender may deposit different Class B Non-Voting Shares at different prices, but a Shareholder cannot deposit the same Class B Non-Voting Shares pursuant to more than one method of tender or pursuant to an Auction Tender at more than one price.

The Company will return all Class B Non-Voting Shares not purchased under the Offer, including Class B Non-Voting Shares not purchased as a result of proration or invalid tender, promptly after the Expiration Date. See Section 2 of the Offer to Purchase, "Purchase Price".

Number of Class B Non-Voting Shares to be Purchased

AGF will purchase Class B Non-Voting Shares under the Offer to a maximum aggregate amount of \$40,000,000. Since the Purchase Price will only be determined after the Expiration Date, the number of Class B Non-Voting Shares that will be purchased will not be known until after the Expiration Date.

Proration

If the aggregate purchase price for Class B Non-Voting Shares validly tendered and not withdrawn pursuant to Auction Tenders at Auction Prices at or below the Purchase Price and Purchase Price Tenders is less than or equal to \$40,000,000, the Company will purchase at the Purchase Price all Class B Non-Voting Shares so tendered pursuant to Auction Tenders at or below the Purchase Price and Purchase Price Tenders. If the Auction Tender Purchase Amount is greater than \$40,000,000, the Company will purchase a portion of the Class B Non-Voting Shares so tendered pursuant to Auction Tenders at or below the Purchase Price and Purchase Price Tenders, as follows: (i) first, the Company will purchase all Class B Non-Voting Shares tendered by Odd Lot Holders at or below the Purchase Price; and (ii) second, the Company will purchase at the Purchase Price on a *pro rata* basis that portion of the Class B Non-Voting Shares tendered pursuant to Auction Tenders at or below the Purchase Price and Purchase Price Tenders having an aggregate purchase price, based on the Purchase Price, equal to (A) \$40,000,000, less (B) the aggregate amount paid by the Company for Class B Non-Voting Shares tendered by Odd Lot Holders. See Section 3 of the Offer to Purchase, "Number of Class B Non-Voting Shares and Proration".

Delivery Procedure

Each Shareholder wishing to deposit Class B Non-Voting Shares pursuant to the Offer must:

- transfer Class B Non-Voting Shares pursuant to a Book-Entry Transfer, provided that a Book-Entry Confirmation through the CDSX system (in the case of shares held in CDS) is received by the Depositary at its office in Toronto, Ontario prior to the Expiration Date (as such terms are defined herein);
- provide certificates for all deposited Class B Non-Voting Shares in proper form for transfer, together with a properly completed and duly executed Letter of Transmittal (or a manually executed photocopy thereof), in accordance with the instructions in such Letter of Transmittal, together with all other documents required by the Letter of Transmittal and must be delivered to, and received by, the Depositary at one of the addresses listed in the Letter of Transmittal by the Expiration Date; or
- follow the guaranteed delivery procedure described in Section 5 of the Offer to Purchase, "Procedure for Depositing Class B Non-Voting Shares".

A Shareholder who wishes to deposit Class B Non-Voting Shares under the Offer and who holds such Class B Non-Voting Shares through an

investment dealer, stockbroker, bank, trust company or other nominee should immediately contact such nominee in order to take the necessary steps to be able to deposit such Class B Non-Voting Shares under the Offer. See Section 5 of the Offer to Purchase, "Procedure for Depositing Class B Non-Voting Shares.

Brokerage Commissions

Shareholders depositing Class B Non-Voting Shares will not be obligated to pay brokerage fees or commissions to the Company or to the Depositary. However, Shareholders are cautioned to consult with their own brokers or other intermediaries to determine whether any fees or commissions are payable to their own brokers or other intermediaries in connection with a deposit of Class B Non-Voting Shares pursuant to the Offer. See Section 9 of the Offer to Purchase, "Taking Up and Payment for Deposited Class B Non-Voting Shares".

Conditions to the Offer

The obligation of the Company to take up and pay for any Class B Non-Voting Shares deposited under the Offer is subject to the conditions described in Section 7 of the Offer to Purchase, "Certain Conditions of the Offer".

Withdrawal Rights

Class B Non-Voting Shares deposited pursuant to the Offer may be withdrawn by the Shareholder (a) at any time if the Class B Non-Voting Shares have not been taken up by the Company, (b) at any time before the expiration of ten (10) days from the date that a notice of change or variation has been given in accordance with Section 8, "Extension and Variation of the Offer" unless (i) the Company has taken up the Class B Non-Voting Shares deposited pursuant to the Offer before the date of the notice of change or variation, (ii) the variation consists solely of an increase in the consideration offered for those Class B Non-Voting Shares pursuant to the Offer where the time for deposit is not extended for greater than ten (10) days, or (iii) the variation consists solely of the waiver of a condition of the Offer, or (c) at any time if the Class B Non-Voting Shares have been taken up but not paid for by the Company within three (3) business days of being taken up.

Position of the Company and its Directors

Neither the Company nor its Board of Directors makes any recommendation to any Shareholder as to whether to deposit or refrain from depositing Class B Non-Voting Shares. Shareholders are urged to evaluate carefully all information in the Offer, consult their own investment and tax advisors and make their own decisions whether to deposit Class B Non-Voting Shares under the Offer. See Section 1 of the Offer to Purchase, "The Offer".

Interest of Principal Shareholders

To the best knowledge of the Company, as at September 18, 2020: (a) no persons beneficially owned, or controlled or directed, directly or indirectly, more than 10% of the Class B Non-Voting Shares, other than Judy G. Goldring and Blake C. Goldring directly and indirectly through Goldring Capital Corporation; and (b) the only persons who beneficially owned, or controlled or directed, directly or indirectly, more than 10% of the Class A Shares of the Company were W. Robert Farquharson and Goldring Capital Corporation, neither of which have indicated an intention to tender any Class B Non-Voting Shares to the Offer. See Section 9 of the Circular, "Interest of Directors and Officers – Principal Shareholders and Other Holders".

Directors & Officers

No director or officer of the Company has advised the Company that he or she intends to deposit Class B Non-Voting Shares under the Offer. However, they may decide to deposit Class B Non-Voting Shares to the Offer in the event that the circumstances or decisions of any such persons change and, subject to applicable securities laws, such persons may sell their Class B Non-Voting Shares through the facilities of the TSX or otherwise during the period prior to the Expiration Date. See Section 9 "Interest of Directors and Officers – Ownership of AGF's Securities" and Section 10 "Arrangements Concerning Class B Non-Voting Shares" of the Circular.

Tax Considerations

Shareholders should carefully consider the income tax consequences of having Class B Non-Voting Shares purchased under the Offer. See Section 13 of the Circular, "Income Tax Considerations".

Trading Information

On September 22, 2020, the last full trading day prior to the public announcement of the Company's intention to make the Offer, the closing price of the Class B Non-Voting Shares on the TSX was \$5.20 per Class B Non-Voting Share. On September 25, 2020, the last full trading day before the date of this Circular, the closing price of the Class B Non-Voting Shares on the TSX was \$5.85 per Class B Non-Voting Share. During the 12-month period ended September 25, 2020, the closing prices of the Class B Non-Voting Shares on the TSX has ranged from a low of \$2.57 to a high of \$7.19. See Section 3 of the Circular, "Price Range of Class B Non-Voting Shares".

Further Information

The audited consolidated financial statements of AGF and the related management's discussion and analysis as at and for the financial years ended November 30, 2019 and November 30, 2018 have previously been filed and are available on SEDAR at www.sedar.com. The unaudited condensed interim consolidated financial statements for AGF as at and for the three (3) and nine (9) months ended August 31, 2020 and the related management's discussion and analysis have also previously been filed and are available under AGF's profile on SEDAR at www.sedar.com. Shareholders may obtain copies of these financial statements, without charge, upon request to AGF, attention: Mr. Mark Adams, Corporate Services, Suite 3100, 66 Wellington Street West, Toronto Dominion Bank Tower, Toronto Dominion Centre, Toronto, Ontario, M5K 1E9.

For further information regarding the Offer, Shareholders may contact the Depositary or consult their own brokers. The address and telephone numbers and email of the Depositary are set forth on p. 4 and the back cover of the Offer.

NO PERSON HAS BEEN AUTHORIZED TO MAKE ANY RECOMMENDATION ON BEHALF OF THE COMPANY AS TO WHETHER SHAREHOLDERS SHOULD DEPOSIT OR REFRAIN FROM DEPOSITING CLASS B NON-VOTING SHARES PURSUANT TO THE OFFER. NO PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATIONS IN CONNECTION WITH THE OFFER OTHER THAN AS SET FORTH IN THE OFFER. IF GIVEN OR MADE, ANY SUCH RECOMMENDATION OR ANY SUCH INFORMATION OR REPRESENTATION MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY.

OFFER TO PURCHASE

To the holders of Class B Non-Voting Shares of AGF Management Limited:

1. THE OFFER

The Company hereby offers, upon the terms and subject to the conditions described in this Offer to Purchase, the accompanying Circular, the related Letter of Transmittal and the Notice of Guaranteed Delivery, to purchase for cancellation a number of Class B Non-Voting Shares having an aggregate purchase price not exceeding \$40,000,000.

The Offer will expire at **5:00 p.m.** (Toronto time) on November 3, 2020, or at such later time and date to which the Offer may be extended by AGF.

THE OFFER IS NOT CONDITIONAL UPON ANY MINIMUM NUMBER OF SHARES BEING DEPOSITED. THE OFFER IS, HOWEVER, SUBJECT TO CERTAIN OTHER CONDITIONS. SEE SECTION 7 OF THE OFFER TO PURCHASE, "CERTAIN CONDITIONS OF THE OFFER".

Each Shareholder who has properly deposited Class B Non-Voting Shares pursuant to an Auction Tender at or below the Purchase Price or a Purchase Price Tender and who has not withdrawn such shares will receive the Purchase Price, payable in cash (subject to applicable withholding taxes, if any), for all Class B Non-Voting Shares purchased upon the terms and subject to the conditions of the Offer, including the provisions relating to proration and the preferential acceptance of odd lots described herein.

AGF will return all Class B Non-Voting Shares not purchased under the Offer (including shares not purchased because of proration or invalid tenders), or properly withdrawn before the Expiration Date.

None of AGF or its Board of Directors, the Depositary or National Bank Financial Inc. makes any recommendation to any Shareholder as to whether to deposit or refrain from depositing Class B Non-Voting Shares. Shareholders must make their own decisions as to whether to deposit Class B Non-Voting Shares under the Offer. **Shareholders should carefully consider the income tax consequences of having Class B Non-Voting Shares purchased under the Offer. See Section 13 of the Circular, "Income Tax Considerations".**

The accompanying Circular and Letter of Transmittal contain important information and should be read carefully before making a decision with respect to the Offer.

2. PURCHASE PRICE

Purchase Price

Promptly following the Expiration Date, the Company will determine the Purchase Price, which will not be less than \$5.65 per Class B Non-Voting Share and not more than \$6.25 per Class B Non-Voting Share. The Purchase Price will be the lowest price that enables the Company to purchase that number of Class B Non-Voting Shares tendered pursuant to valid Auction Tenders and Purchase Price Tenders and not properly withdrawn having an aggregate purchase price not exceeding \$40,000,000. If no Auction Tenders or Purchase Price Tenders are made pursuant to the Offer, no Class B Non-Voting Shares will be purchased by the Company. If the Purchase Price is determined to be \$5.65 per Class B Non-Voting Share (which is the minimum price per Class B Non-Voting Share under the Offer), the maximum number of Class B Non-Voting Shares that may be purchased by the Company is 7,079,646 Class B Non-Voting Shares. If the Purchase Price is determined to be \$6.25 per Class B Non-Voting Share (which is the maximum price per Class B Non-Voting Share under the Offer), the maximum number of Class B Non-Voting Shares that may be purchased by the Company is 6,400,000 Class B Non-Voting Shares. For the purpose of determining the Purchase Price, Class B Non-Voting Shares tendered pursuant to a Purchase Price Tender will be considered to have been tendered at a price of \$5.65 per Class B Non-Voting Share (which is the minimum price per Class B Non-Voting Share under the Offer). Class B Non-Voting Shares tendered by a Shareholder pursuant to an Auction Tender will not be purchased by the Company pursuant to the Offer if the price per Class B Non-Voting Share specified by the Shareholder is greater than the Purchase Price. Shareholders who tender Class B Non-Voting Shares without making a valid Auction Tender or Purchase Price Tender, including by tendering an insufficient number of Class B Non-Voting Shares, will be deemed to have made a Purchase Price Tender.

All Class B Non-Voting Shares purchased by the Company pursuant to the Offer (including Class B Non-Voting Shares tendered at Auction Prices below the Purchase Price) will be purchased at the same Purchase Price. All Auction Tenders and Purchase Price Tenders will be subject to adjustment to avoid the purchase of fractional Class B Non-Voting Shares. AGF will return all Class B Non-Voting Shares not purchased under the Offer, including Class B Non-Voting Shares not purchased because of proration or invalid tenders, or properly withdrawn before the Expiration Date. All payments to Shareholders will be subject to deduction of applicable withholding taxes.

As promptly as practicable after determining the Purchase Price, AGF will publicly announce the Purchase Price and all Shareholders who have validly deposited and not withdrawn their shares pursuant to Auction Tenders at or below the Purchase Price or pursuant to Purchase Price Tenders will receive the Purchase Price, payable in cash, for all Class B Non-Voting Shares purchased upon the terms and subject to the conditions of the Offer, including the provisions relating to proration and the preferential acceptance of odd lots described herein. See 3 of this Offer, "Number of Class B Non-Voting Shares and Proration".

Shareholders should be aware that Class B Non-Voting Shares tendered in Purchase Price Tenders will be deemed to have been tendered at the minimum price of \$5.65 per Class B Non-Voting Share and such tenders may result in a lower Purchase Price than might otherwise have been determined.

No alternative, conditional or contingent tenders will be accepted.

3. NUMBER OF CLASS B NON-VOTING SHARES AND PRORATION

The number of Class B Non-Voting Shares that the Company will purchase pursuant to the Offer and the aggregate purchase price will vary depending on whether the Auction Tender Purchase Amount is less than or equal to \$40,000,000. If the Auction Tender Purchase Amount is less than \$40,000,000, the Company will purchase fewer Class B Non-Voting Shares and the aggregate purchase price therefor will be proportionately less. If the Auction Tender Purchase Amount is equal to or greater than \$40,000,000, the Company will purchase 7,079,646 Class B Non-Voting Shares if the Purchase Price is \$5.65 per Class B Non-Voting Share (the maximum price per Class B Non-Voting Share under the Offer) and 6,400,000 Class B Non-Voting Shares if the Purchase Price is \$6.25 per Class B Non-Voting Share (the minimum price per Class B Non-Voting Share under the Offer), in both cases for an aggregate purchase price of \$40,000,000. The Offer is not conditional upon any minimum number of Class B Non-Voting Shares being properly deposited under the Offer.

As of September 25, 2020, there were 76,870,612 Class B Non-Voting Shares issued and outstanding. Accordingly, the Offer is for approximately 9.21% of the issued and outstanding Class B Non-Voting Shares if the Purchase Price is determined to be \$5.65 per Class B Non-Voting Share (which is the minimum price per Class B Non-Voting Share pursuant to the Offer) or approximately 8.33% of the issued and outstanding Class B Non-Voting Shares if the Purchase Price is determined to be \$6.25 per Class B Non-Voting Share (which is the maximum price per Class B Non-Voting Share pursuant to the Offer).

If the Auction Tender Purchase Amount is less than or equal to \$40,000,000, the Company will purchase at the Purchase Price all Class B Non-Voting Shares so tendered pursuant to Auction Tenders at or below the Purchase Price and Purchase Price Tenders. If the Auction Tender Purchase Amount is greater than \$40,000,000, the Company will purchase a portion of the Class B Non-Voting Shares so tendered pursuant to Auction Tenders at or below the Purchase Price and Purchase Price Tenders, as follows: (i) first, the Company will purchase all Class B Non-Voting Shares tendered by Odd Lot Holders at or below the Purchase Price; and (ii) second, the Company will purchase at the Purchase Price on a *pro rata* basis that portion of the Class B Non-Voting Shares tendered pursuant to Auction Tenders at or below the Purchase Price and Purchase Price Tenders having an aggregate purchase price, based on the Purchase Price, equal to (A) \$40,000,000, less (B) the aggregate amount paid by the Company for Class B Non-Voting Shares tendered by Odd Lot Holders.

For purposes of the Offer, the term "**Odd Lots**" means all Class B Non-Voting Shares validly tendered at or below the Purchase Price by Shareholders who own, as of the close of business on the Expiration Date, fewer than 100 Class B Non-Voting Shares (the "**Odd Lot Holders**"). As set out above, Odd Lots will be accepted for purchase before any proration. In order to qualify for this preference, an Odd Lot Holder must properly tender, pursuant to an Auction Tender at a price at or below the Purchase Price or pursuant to a Purchase Price Tender, all Class B Non-Voting Shares beneficially owned by such Odd Lot Holder. Partial tenders will not qualify for this

preference. This preference is not available to holders of 100 or more Class B Non-Voting Shares even if holders have separate share certificates for fewer than 100 Class B Non-Voting Shares or hold fewer than 100 Class B Non-Voting Shares in different accounts. Any Odd Lot Holder wishing to tender all Class B Non-Voting Shares beneficially owned, without proration, must complete the appropriate box on the Letter of Transmittal and, if applicable, on the Notice of Guaranteed Delivery. Shareholders owning an aggregate of fewer than 100 Class B Non-Voting Shares whose Class B Non-Voting Shares are purchased pursuant to the Offer not only will avoid the payment of brokerage commissions, but will also avoid any odd lot discounts, each of which may be applicable on a sale of their Class B Non-Voting Shares in a transaction on the TSX.

4. ANNOUNCEMENT OF RESULTS OF THE OFFER

The Company will publicly announce the results of the Offer, including the Purchase Price, the number of Class B Non-Voting Shares validly tendered to the Offer and the aggregate purchase price of the Class B Non-Voting Shares to be purchased for cancellation pursuant to the Offer, as promptly as reasonably practicable after the Expiration Date.

5. PROCEDURE FOR DEPOSITING CLASS B NON-VOTING SHARES

Proper Deposit of Class B Non-Voting Shares

Shareholders who wish to accept the Offer may do so by making Auction Tenders or Purchase Price Tenders. A Shareholder who wishes to make an Auction Tender will be required to specify, among other things, the number of Class B Non-Voting Shares that it wishes to sell and the price per Class B Non-Voting Share (not less than \$5.65 per Class B Non-Voting Share and not more than \$6.25 per Class B Non-Voting Share and in increments of \$0.05 per Class B Non-Voting Share) at which it is prepared to sell those Class B Non-Voting Shares. A Shareholder may make multiple Auction Tenders but not in respect of the same Class B Non-Voting Shares (i.e., Shareholders may deposit different Class B Non-Voting Shares at different prices but cannot deposit the same Class B Non-Voting Shares at different prices). A Shareholder may also make an Auction Tender in respect of certain Class B Non-Voting Shares and a Purchase Price Tender in respect of other Class B Non-Voting Shares. Odd Lot Holders making an Auction Tender or a Purchase Price Tender will be required to tender all Class B Non-Voting Shares owned by the Shareholder.

A Shareholder who wishes to make a Purchase Price Tender may not specify an Auction Price. Class B Non-Voting Shares deposited pursuant to an Auction Tender in compliance with the procedures set forth herein will be taken up only if the Auction Price specified in the Auction Tender is equal to or less than the Purchase Price.

Shareholders who tender Class B Non-Voting Shares without making a valid Auction Tender or Purchase Price Tender will be deemed to have made a Purchase Price Tender. If multiple boxes are checked in the same Letter of Transmittal indicating that Class B Non-Voting Shares are being deposited pursuant to an Auction Tender and/or Purchase Price Tender, all Class B Non-Voting Shares identified will be deemed to have been tendered pursuant to a Purchase Price Tender.

Holders of Class B Non-Voting Shares

To deposit Class B Non-Voting Shares pursuant to the Offer, holders of Class B Non-Voting Shares must (a) provide certificates for all deposited Class B Non-Voting Shares in proper form for transfer, together with a properly completed and duly executed Letter of Transmittal (or a manually executed photocopy thereof), in accordance with the instructions in such Letter of Transmittal, together with all other documents required by the Letter of Transmittal and must be delivered to, and received by, the Depositary at one of the addresses listed in the Letter of Transmittal by the Expiration Date, (b) follow the guaranteed delivery procedure described below, or (c) transfer Class B Non-Voting Shares pursuant to the procedures for book-entry transfer, provided that the Depositary receives at its office in Toronto, Ontario prior to the Expiration Date, in the case of Class B Non-Voting Shares held by CDS Clearing and Depository Services Inc. ("**CDS**"), a confirmation of a book-entry transfer (a "**Book-Entry Confirmation**") of Class B Non-Voting Shares into the Depositary's account established at CDS in accordance with the terms of the Offer, through the book-entry system administered by CDS ("**CDSX**").

A non-registered Shareholder who desires to deposit Class B Non-Voting Shares under the Offer should immediately contact such Shareholder's investment dealer, stockbroker, commercial bank, trust company or other nominee in order to take the necessary steps to be able to deposit such Class B Non-Voting Shares under the Offer.

If an investment dealer, stockbroker, bank, trust company or other nominee holds Class B Non-Voting Shares for a Shareholder, it is likely the nominee has established an earlier deadline for that Shareholder to act to instruct the nominee to accept the Offer on its behalf. A Shareholder should immediately contact the Shareholder's investment dealer, stockbroker, bank, trust company or other nominee to find out the nominee's deadline.

Participants of CDS should contact CDS to obtain instructions as to the method of depositing Class B Non-Voting Shares under the terms of the Offer. CDS will be issuing instructions to CDS participants as to the method of depositing Class B Non-Voting Shares under the terms of the Offer.

Holders of Class A Shares

The Offer is made only for Class B Non-Voting Shares and is not made for any Class A Shares. Any holder of Class A Shares who wishes to participate in the Offer may only participate in the Offer to the extent such holder holds Class B Non-Voting Shares by duly depositing such Class B Non-Voting Shares in accordance with the terms and conditions of the Offer.

Signature Guarantees

No signature guarantee is required on the Letter of Transmittal if (a) the Letter of Transmittal is signed by the registered holder of the Class B Non-Voting Shares exactly as the name of the registered holder appears on the share certificate deposited therewith, and payment is to be made directly to such registered holder, or (b) Class B Non-Voting Shares are deposited for the account of a Canadian Schedule I chartered bank, a member of the Securities Transfer Agent Medallion Program (STAMP), a member of the Stock Exchanges Medallion Program (SEMP) or a member of the New York Stock Exchange Inc. Medallion Signature Program (MSP) (each such entity, an "**Eligible Institution**"). In all other cases, all signatures on the Letter of Transmittal must be guaranteed by an Eligible Institution. See the appropriate instructions in the Letter of Transmittal.

If a certificate representing Class B Non-Voting Shares is registered in the name of a person other than the signatory to a Letter of Transmittal, or if payment is to be made, or certificates representing Class B Non-Voting Shares not purchased are to be issued, to a person other than the registered holder, the certificate must be endorsed or accompanied by an appropriate stock power, in either case, signed exactly as the name of the registered holder appears on the certificate with the signature on the certificate or stock power signature guaranteed by an Eligible Institution.

Method of Delivery of Certificates

The method of delivery of certificates representing Class B Non-Voting Shares and all other required documents is at the option and risk of the depositing Shareholder. If certificates representing Class B Non-Voting Shares are to be sent by mail, registered mail that is properly insured is recommended and it is suggested that the mailing be made sufficiently in advance of the Expiration Date to permit delivery to the Depositary on or prior to such date. Delivery of a share certificate representing Class B Non-Voting Shares will only be made upon actual receipt of such share certificate representing Class B Non-Voting Shares by the Depositary.

Book-Entry Transfer Procedures

An account with respect to the Class B Non-Voting Shares will be established at CDS for purposes of the Offer. Any financial institution that is a participant in CDS may make book-entry delivery of the Class B Non-Voting Shares through CDSX by causing CDS to transfer such Class B Non-Voting Shares into the Depositary's account in accordance with CDS's procedures for such transfer. Delivery of Class B Non-Voting Shares to the Depositary by means of a book-entry transfer through CDSX will constitute a valid tender under the Offer.

Shareholders may accept the Offer by following the procedures for a book-entry transfer established by CDS, provided that a Book-Entry Confirmation through CDSX is received by the Depositary at its Toronto, Ontario office address set forth on the back-cover page of this Offer to Purchase and Circular prior to the Expiration Date.

Shareholders, through their respective CDS participants, who utilize CDSX to accept the Offer through a book-entry transfer of their holdings into the Depository's account with CDS shall be deemed to have completed and submitted a Letter of Transmittal and to be bound by the terms thereof and, therefore, such instructions received by the Depository are considered a valid tender in accordance with the terms of the Offer. **Delivery of documents to CDS does not constitute delivery to the Depository.**

Procedure for Guaranteed Delivery

If a Shareholder wishes to deposit Class B Non-Voting Shares pursuant to the Offer and cannot deliver certificates for such Class B Non-Voting Shares, or the book-entry transfer procedures described above cannot be completed, prior to the Expiration Date, or time will not permit all required documents to reach the Depository by the Expiration Date, such Class B Non-Voting Shares may nevertheless be deposited if all of the following conditions are met:

- (a) such deposit is made by or through an Eligible Institution;
- (b) a properly completed and duly executed Notice of Guaranteed Delivery substantially in the form provided by the Company through the Depository is received by the Depository, at its Toronto office listed in the Notice of Guaranteed Delivery, by the Expiration Date; and
- (c) the share certificates for all Class B Non-Voting Shares proposed to be taken up in proper form for transfer, together with a properly completed and duly executed Letter of Transmittal (or a manually executed photocopy thereof) or, in the case of a book-entry transfer, a Book-Entry Confirmation through CDSX (in the case of Class B Non-Voting Shares held in CDS), and any other documents required by the Letter of Transmittal, are received by the Toronto office of the Depository, before 5:00 p.m. (Toronto time) on or before the second trading day on the TSX after the Expiration Date.

The Notice of Guaranteed Delivery may be hand delivered, couriered, mailed or transmitted by electronic mail transmission to the Toronto office of the Depository listed in the Notice of Guaranteed Delivery, and must include a guarantee by an Eligible Institution in the form set forth in the Notice of Guaranteed Delivery.

Notwithstanding any other provision hereof, payment for Class B Non-Voting Shares accepted for tender pursuant to the Offer will be made only after timely receipt by the Depository of the share certificates for all Class B Non-Voting Shares proposed to be taken up in proper form for transfer, together with a properly completed and duly executed Letter of Transmittal (or a manually executed photocopy thereof) or Book-Entry Confirmation in lieu thereof relating to such Class B Non-Voting Shares, with signatures that are guaranteed if so required in accordance with the Letter of Transmittal, and any other documents required by the Letter of Transmittal.

The tender information specified in a Notice of Guaranteed Delivery by a person completing such Notice of Guaranteed Delivery will, in all circumstances, take precedence over the tender information that is specified in the related Letter of Transmittal that is subsequently deposited.

Determination of Validity, Rejection and Notice of Defect

All questions as to the number of tenders to be accepted, the form of documents and the validity, eligibility (including time of receipt) and acceptance for payment of any Class B Non-Voting Shares will be determined by the Company, in its sole discretion, which determination shall be final and binding on all parties. AGF reserves the absolute right to reject any deposits of Class B Non-Voting Shares determined by it not to be in proper form or completed in accordance with the instructions herein and in the Letter of Transmittal or the acceptance for payment of or payment for which may, in the opinion of the Company's counsel, be unlawful. AGF also reserves the absolute right to waive any of the conditions of the Offer or any defect or irregularity in the deposit of any particular Class B Non-Voting Shares and AGF's interpretation of the terms of the Offer (including these instructions) will be final and binding on all parties. No individual deposit of Class B Non-Voting Shares will be deemed to be properly made until all defects and irregularities have been cured or waived. Unless waived, any defects or irregularities in connection with deposits must be cured within such time as AGF shall determine. **None of AGF, the Depository nor any other person is or will be obligated to give notice of defects or irregularities in deposits, nor shall any of them incur any liability for failure to give any such notice.** The Company's interpretation of the terms and conditions of the Offer (including the Letter of Transmittal and the Notice of Guaranteed Delivery) will be final and binding.

Under no circumstances will interest be paid by the Company by reason of any delay in making payment to any person using the guaranteed delivery procedures, including without limitation any delay arising because the Class B Non-Voting Shares to be delivered pursuant to the guaranteed delivery procedures are not so delivered to the Depositary, and therefore payment by the Depositary on account of such Class B Non-Voting Shares is not made until after the date the payment for the deposited Class B Non-Voting Shares taken up pursuant to the Offer is to be made by the Company.

Formation of Agreement

The proper deposit of Class B Non-Voting Shares pursuant to any one of the procedures described above will constitute a binding agreement between the depositing Shareholder and the Company, effective as of the Expiration Date, upon the terms and subject to the conditions of the Offer. Such agreement will be governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.

Further Assurances

Each Shareholder accepting the Offer covenants under the terms of the Letter of Transmittal to execute, upon request of AGF, any additional documents, transfers and other assurances as may be necessary or desirable to complete the sale, assignment and transfer of any Class B Non-Voting Shares proposed to be taken up by the Company. Each authority therein conferred or agreed to be conferred may be exercised during any subsequent legal incapacity of such Shareholder and shall, to the extent permitted by law, survive the death or incapacity, bankruptcy or insolvency of the Shareholder and all obligations of the Shareholder therein shall be binding upon the heirs, personal representatives, successors and assigns of such Shareholder.

6. WITHDRAWAL RIGHTS

Except as otherwise provided in this Section, deposits of Class B Non-Voting Shares pursuant to the Offer will be irrevocable. Class B Non-Voting Shares deposited pursuant to the Offer may be withdrawn by the Shareholder (a) at any time if the Class B Non-Voting Shares have not been taken up by the Company, (b) at any time before the expiration of ten (10) days from the date that a notice of change or variation has been given in accordance with Section 8, "Extension and Variation of the Offer" unless (i) the Company has taken up the Class B Non-Voting Shares deposited pursuant to the Offer before the date of the notice of change or variation, (ii) the variation consists solely of an increase in the consideration offered for those Class B Non-Voting Shares pursuant to the Offer where the time for deposit is not extended for greater than ten (10) days, or (iii) the variation consists solely of the waiver of a condition of the Offer; or (c) at any time if the Class B Non-Voting Shares have been taken up but not paid for by the Company within three (3) business days of being taken up.

For a withdrawal to be effective, a written or printed copy of a notice of withdrawal must be actually received by the Depositary by the applicable date specified above at the place of deposit of the relevant Class B Non-Voting Shares. Any such notice of withdrawal must be signed by or on behalf of the person who signed the Letter of Transmittal or Notice of Guaranteed Delivery in respect of the Class B Non-Voting Shares being withdrawn or, in the case of Class B Non-Voting Shares tendered by a CDS participant through CDSX, be signed by such participant in the same manner as the participant's name is listed on the applicable Book-Entry Confirmation, and must specify the name of the person who deposited the Class B Non-Voting Shares to be withdrawn, the name of the registered holder, if different from that of the person who deposited such Class B Non-Voting Shares, and the number of Class B Non-Voting Shares to be withdrawn. If the certificates for the Class B Non-Voting Shares deposited pursuant to the Offer have been delivered or otherwise identified to the Depositary, then, prior to the release of such certificates, the depositing Shareholder must submit the serial numbers shown on the particular certificates evidencing the Class B Non-Voting Shares to be withdrawn and the signature on the notice of withdrawal must be guaranteed by an Eligible Institution (as defined in Section 5 of the Offer to Purchase, "Procedure for Depositing Class B Non-Voting Shares"), except in the case of Class B Non-Voting Shares deposited by an Eligible Institution or if the notice of withdrawal is signed by the registered Shareholder(s) exactly as the name(s) of the registered Shareholder(s) appears on the certificate representing the Class B Non-Voting Shares deposited with the Letter of Transmittal. **A withdrawal of Class B Non-Voting Shares deposited pursuant to the Offer may only be accomplished in accordance with the foregoing procedure. The withdrawal shall take effect only upon actual receipt by the Depositary of a written or printed copy of a properly completed and executed notice of withdrawal.**

A Shareholder who wishes to withdraw Class B Non-Voting Shares under the Offer and who holds Class B Non-Voting Shares through an investment dealer, stockbroker, bank, trust company or other nominee should immediately contact such nominee in order to take the necessary steps to be able to withdraw such Class B Non-Voting Shares under the Offer. Participants of CDS should contact these depositaries with respect to the withdrawal of Class B Non-Voting Shares under the Offer.

All questions as to the form and validity (including time of receipt) of notices of withdrawal will be determined by the Company, in its sole discretion, which determination shall be final and binding. None of the Company, the Depositary or any other person shall be obligated to give any notice of any defects or irregularities in any notice of withdrawal and none of them shall incur any liability for failure to give any such notice.

Any Class B Non-Voting Shares properly withdrawn will thereafter be deemed not deposited for purposes of the Offer. However, withdrawn Class B Non-Voting Shares may be redeposited prior to the Expiration Date by again following the procedures described in the Offer to Purchase, "Procedure for Depositing Class B Non-Voting Shares".

If the Company extends the period of time during which the Offer is open, is delayed in its purchase of Class B Non-Voting Shares or is unable to purchase Class B Non-Voting Shares pursuant to the Offer for any reason, then, without prejudice to the Company's rights under the Offer, the Depositary may, subject to applicable law, retain on behalf of the Company all deposited Class B Non-Voting Shares, and such Class B Non-Voting Shares may not be withdrawn except to the extent that depositing Shareholders are entitled to withdrawal rights as described in this Section.

7. CERTAIN CONDITIONS OF THE OFFER

Notwithstanding any other provision of the Offer, the Company shall not be required to accept for purchase, to purchase or, subject to any applicable rules or regulations, to pay for any Class B Non-Voting Shares deposited, and may terminate, cancel or amend the Offer or may postpone the payment for Class B Non-Voting Shares deposited, if, at any time before the payment for any such Class B Non-Voting Shares, any of the following events shall have occurred (or shall have been determined by the Company to have occurred) which, in the Company's sole judgment, acting reasonably, in any such case and regardless of the circumstances, makes it inadvisable to proceed with the Offer or with such acceptance for purchase or payment:

- (a) there shall have been any threatened, taken or pending action, suit or proceeding by any government or governmental authority or regulatory or administrative agency in any jurisdiction, or by any other person in any jurisdiction, before any court or governmental authority or regulatory or administrative agency in any jurisdiction (i) challenging or seeking to cease trade, make illegal, delay or otherwise directly or indirectly restrain or prohibit the making of the Offer, the acceptance for payment of some or all of the Class B Non-Voting Shares by the Company or otherwise directly or indirectly relating in any manner to or affecting the Offer, or (ii) seeking material damages or that otherwise, in the sole judgment of the Company, acting reasonably, has or may have a material adverse effect on the Class B Non-Voting Shares, or the business, income, assets, liabilities, condition or position (financial or otherwise), properties, operations, results of operations or prospects of the Company and its subsidiaries taken as a whole or has impaired or may materially impair the contemplated benefits of the Offer to the Company or otherwise make it inadvisable to proceed with the Offer;
- (b) there shall have been any action or proceeding threatened, pending or taken or approval withheld or any statute, rule, regulation, stay, decree, judgment or order or injunction proposed, sought, enacted, enforced, promulgated, amended, issued or deemed applicable to the Offer or the Company or any of its subsidiaries by or before any court, government or governmental authority or regulatory or administrative agency or any statute, rule or regulation shall become operative or applicable in any jurisdiction that, in the sole judgment of the Company, acting reasonably, might directly or indirectly result in any of the consequences referred to in clauses (i) or (ii) of paragraph (a) above or would or might prohibit, prevent, restrict or delay consummation of the Offer or would or might impair the contemplated benefits of the Offer to the Company;
- (c) there shall have occurred (i) any general suspension of trading in, or limitation on prices for, securities on any securities exchange or in the over-the-counter market in Canada or the United States, (ii) the declaration of a banking moratorium or any suspension of payments in respect of banks in Canada or the United States (whether or not mandatory), (iii) a natural disaster or pandemic (including but not

limited to any adverse changes relating to the evolving COVID-19 novel coronavirus pandemic and health crisis (or any mutation thereof) and governmental and/or regulatory actions taken in response thereto) or the commencement of a war, armed hostilities, act of terrorism or other international or national calamity or force majeure event directly or indirectly involving or affecting Canada or the United States, (iv) any limitation (whether or not mandatory) by any government or governmental authority or regulatory or administrative agency or any other event that, in the sole judgment of the Company, acting reasonably, might affect the extension of credit by banks or other lending institutions, (v) any significant decrease, in the sole judgment of the Company, acting reasonably, in the market price of the Class B Non-Voting Shares since the close of business on September 25, 2020, (vi) any change or changes (or any development involving any prospective change or changes) in the general political, market, economic or financial conditions that, in the sole judgment of the Company, acting reasonably, has or may have a material adverse effect on the business, income, assets, liabilities, condition or position (financial or otherwise), properties, operations, results of operations or prospects of the Company and its subsidiaries taken as a whole or the trading in, or value of, the Class B Non-Voting Shares, or (vii) any decline in any of the S&P/TSX Composite Index, the Dow Jones Industrial Average or the S&P 500 Index by an amount in excess of 10%, measured from the close of business on September 25, 2020, (viii) any material change in the short term or long term interest rates in Canada or the United States, or (ix) in the case of any of the foregoing existing at the time of the commencement of the Offer, an acceleration or worsening thereof;

- (d) there shall have occurred any change or changes (or any development involving any prospective change or changes) in the business, income, assets, liabilities, condition or position (financial or otherwise), properties, operations, results of operations or prospects of the Company and its subsidiaries taken as a whole that, in the sole judgment of the Company, acting reasonably, has, have or may have, individually or in the aggregate, material adverse effect with respect to the Company and its subsidiaries taken as a whole;
- (e) any take-over bid or tender or exchange offer with respect to some or all of the securities of AGF, or any merger, amalgamation, arrangement, business combination or acquisition proposal, disposition of assets, or other similar transaction with or involving AGF or any of its affiliates, other than the Offer, or any solicitation of proxies, other than by management, to seek to control or influence the Board of Directors, shall have been proposed, announced or made by any individual or entity;
- (f) National Bank Financial Inc. shall have withdrawn or amended the liquidity opinion provided by it in connection with the Offer;
- (g) the Company shall have determined, in its sole judgment, acting reasonably, that the Purchase Price for a Class B Non-Voting Share exceeds the fair market value of such Class B Non-Voting Share at the time of the acquisition of such Class B Non-Voting Share by the Company pursuant to the Offer, determined without reference to the Offer;
- (h) the Company shall have concluded, in its sole judgment, acting reasonably, that the Offer or the take up and payment for any or all of the Class B Non-Voting Shares by the Company is illegal or not in compliance with applicable law, or that necessary exemptions or approvals under applicable securities legislation are not available to the Company for the Offer and, if required under any such legislation, the Company shall not have received the necessary exemptions from or waivers of the appropriate courts or securities regulatory authorities in respect of the Offer;
- (i) any changes shall have occurred or been proposed to the *Income Tax Act* (Canada) (the "**Tax Act**") to the currently published and publicly available administrative policies or assessing practices of the Canada Revenue Agency ("**CRA**") or other relevant taxing authority, or to relevant tax jurisprudence that, in the sole judgment of the Company, are detrimental to AGF or its affiliates taken as a whole or any one or more Shareholders, or with respect to making the Offer or taking up and paying for Class B Non-Voting Shares deposited under the Offer;
- (j) the completion of the Offer subjects the Company to any unexpected and material tax liability;
- (k) there will have occurred a material change in North American or any other currency exchange rates or a suspension of or limitation on the markets for such currencies that could have a material adverse effect on the business, income, assets, liabilities, condition or position (financial or otherwise), properties, operations, results of operations or prospects of the Company and its subsidiaries taken as a whole, or on the trading of the Class B Non-Voting Shares; or
- (l) the Company reasonably determines that the consummation and completion of the Offer and the purchase of the Class B Non-Voting Shares may cause the Class B Non-Voting Shares to be delisted from the TSX.

The foregoing conditions are for the sole benefit of the Company and may be asserted by the Company in its sole discretion, acting reasonably, regardless of the circumstances (including any action or inaction by the Company) giving rise to any such conditions, or may be waived by the Company, in its sole discretion, in whole or in part at any time. The failure by the Company at any time to exercise its rights under any of the foregoing conditions shall not be deemed a waiver of any such right; the waiver of any such right with respect to particular facts and other circumstances shall not be deemed a waiver with respect to any other facts and circumstances; and each such right shall be deemed an ongoing right which may be asserted at any time or from time to time. Any determination by the Company concerning the events described in this Section 7 shall be final and binding on all parties.

Any waiver of a condition or the withdrawal of the Offer by AGF shall be deemed to be effective on the date on which notice of such waiver or withdrawal by the Company is delivered or otherwise communicated to the Depository. AGF, after giving notice to the Depository of any waiver of a condition or the withdrawal of the Offer, shall promptly make a public announcement of such waiver or withdrawal and provide or cause to be provided notice of such waiver or withdrawal to the TSX and the applicable Canadian securities regulatory authorities. If the Offer is withdrawn, the Company shall not be obligated to take up, accept for purchase or pay for any Class B Non-Voting Shares deposited under the Offer, and the Depository will return all certificates for deposited Class B Non-Voting Shares, Letters of Transmittal and Notices of Guaranteed Delivery and any related documents to the parties by whom they were deposited.

8. EXTENSION AND VARIATION OF THE OFFER

Subject to applicable law, the Company expressly reserves the right, in its sole discretion, and regardless of whether or not any of the conditions specified in Section 7 of this Offer to Purchase, "Certain Conditions of the Offer" shall have occurred, at any time or from time to time, to extend the period of time during which the Offer is open or to vary the terms and conditions of the Offer by giving written notice, or oral notice to be confirmed in writing, of extension or variation to the Depository and by causing the Depository to provide to all Shareholders, where required by law, as soon as practicable thereafter, a copy of the notice in the manner set forth in Section 12 of this Offer to Purchase, "Notice". Promptly after giving notice of an extension or variation to the Depository, but, in the case of an extension, no later than 9:00 a.m. (Toronto time) on the next business day following the last previously scheduled or announced Expiration Date, the Company will make a public announcement of the extension or variation and provide or cause to be provided notice of such extension or variation to the TSX and the applicable Canadian securities regulatory authorities. Any notice of extension or variation will be deemed to have been given and be effective on the day on which it is delivered or otherwise communicated to the Depository at its principal office in Toronto, Ontario.

Where the terms of the Offer are varied (other than a variation consisting solely of the waiver of a condition of the Offer), the period during which Class B Non-Voting Shares may be deposited pursuant to the Offer shall not expire before ten (10) days (except for any variation increasing or decreasing the percentage of Class B Non-Voting Shares to be purchased, the consideration provided for under the Offer or fees payable to any soliciting dealer, in which case the Offer shall not expire before ten (10) business days) after the notice of variation has been given to holders of Class B Non-Voting Shares, unless otherwise permitted by applicable law. During any such extension or in the event of any variation, all Class B Non-Voting Shares previously deposited and not taken up or withdrawn will remain subject to the Offer and may be accepted for purchase by the Company in accordance with the terms of the Offer, subject to Section 6 of this Offer to Purchase, "Withdrawal Rights". An extension of the Expiration Date or a variation of the Offer does not constitute a waiver by the Company of its rights in Section 7 of this Offer to Purchase, "Certain Conditions of the Offer".

If the Company makes a material change in the terms of the Offer or the information concerning the Offer, the Company will extend the time during which the Offer is open to the extent required under applicable Canadian securities legislation.

The Company also expressly reserves the right, in its sole discretion, (a) to terminate the Offer and not take up and pay for any Class B Non-Voting Shares not theretofore taken up and paid for upon the occurrence of any of the conditions specified in Section 7 of this Offer to Purchase, "Certain Conditions of the Offer", and/or (b) at any time or from time to time, to vary the Offer in any respect, including increasing or decreasing the aggregate purchase price for Class B Non-Voting Shares that the Company may purchase or the range of prices it may pay pursuant to the Offer, subject to compliance with applicable Canadian securities legislation.

Any such extension, delay, termination or variation will be followed as promptly as practicable by a public announcement. Without limiting the manner in which the Company may choose to make any public announcement, except as provided by applicable law, the Company shall have no obligation to publish, advertise or otherwise communicate any such public announcement other than by making a release through a widely circulated news wire service.

9. TAKING UP AND PAYMENT FOR DEPOSITED CLASS B NON-VOTING SHARES

Upon the terms and provisions of the Offer (including proration) and subject to and in accordance with applicable securities laws, the Company will take up and pay for Class B Non-Voting Shares properly deposited under the Offer in accordance with the terms thereof as soon as practicable after the Expiration Date, but in any event not later than ten (10) days after the Expiration Date, provided that the conditions of the Offer (as the same may be varied) have been satisfied or waived. Any Class B Non-Voting Shares taken up will be paid for as soon as reasonably practicable, but in any event no later than three (3) business days after they are taken up in accordance with applicable Canadian securities laws.

For the purpose of the Offer, the Company will be deemed to have taken up and accepted for payment validly tendered Class B Non-Voting Shares having an aggregate Purchase Price not exceeding \$40,000,000 if, as and when the Company gives written notice or other communication confirmed in writing to the Depository to that effect.

The Company reserves the right, in its sole discretion, to delay taking up or paying for any Class B Non-Voting Shares or to terminate the Offer and not take up or pay for any Class B Non-Voting Shares upon the occurrence of any of the conditions specified in Section 7 of this Offer to Purchase by giving written notice thereof or other communication confirmed in writing to the Depository. The Company also reserves the right, in its sole discretion and notwithstanding any other condition of the Offer, to delay taking up and paying for Class B Non-Voting Shares in order to comply, in whole or in part, with any applicable law.

In the event of proration of Class B Non-Voting Shares deposited pursuant to the Offer, the Company will determine the proration factor and pay for those deposited Class B Non-Voting Shares accepted for payment as soon as practicable after the Expiration Date. However, the Company does not expect to be able to announce the final results of any such proration until approximately three (3) business days after the Expiration Date.

Certificates for all Class B Non-Voting Shares not purchased, including Class B Non-Voting Shares not purchased due to proration, will be returned (in the case of certificates representing Class B Non-Voting Shares all of which are not purchased), or replaced with new certificates representing the balance of Class B Non-Voting Shares not purchased (in the case of certificates representing Class B Non-Voting Shares of which less than all are purchased), as soon as practicable after the Expiration Date or termination of the Offer without expense to the depositing Shareholder.

The Company will pay for Class B Non-Voting Shares taken up under the Offer by providing the Depository with sufficient funds (by bank transfer or other means satisfactory to the Depository) for transmittal to depositing Shareholders. **Under no circumstances will interest accrue or be paid by the Company or the Depository on the Purchase Price of the Class B Non-Voting Shares purchased by the Company, regardless of any delay in making such payment or otherwise.**

Depositing Shareholders will not be obligated to pay brokerage fees or commissions to the Company or the Depository. However, Shareholders are cautioned to consult with their own brokers or other intermediaries to determine whether any fees or commissions are payable to their brokers or other intermediaries in connection with a deposit of Class B Non-Voting Shares pursuant to the Offer. AGF will pay all fees and expenses of the Depository in connection with the Offer.

The Depository will act as agent of persons who have properly deposited Class B Non-Voting Shares under the Offer and have not properly withdrawn them, for the purposes of receiving payment from the Company and transmitting payment to such persons. Receipt by the Depository from AGF of payment for such Class B Non-Voting Shares will be deemed to constitute receipt of payment by persons depositing Class B Non-Voting Shares.

The settlement with each Shareholder who has deposited Class B Non-Voting Shares under the Offer will be effected by the Depositary by forwarding a cheque or electronic payment, representing the cash payment (subject to applicable withholding taxes, if any) for such Shareholder's Class B Non-Voting Shares taken up under the Offer. The cheque or electronic payment will be issued in the name of the person as specified by properly completing the appropriate box in the Letter of Transmittal. Unless the depositing Shareholder instructs the Depositary to hold the cheque for pick-up by checking the appropriate box in the Letter of Transmittal, the cheque will be forwarded by first class mail, postage prepaid, to the payee at the address specified in the Letter of Transmittal. If no such address is specified, the cheque will be sent to the address of the depositing Shareholder as it appears in the registers maintained in respect of the Class B Non-Voting Shares. Cheques or electronic payments mailed or transmitted in accordance with this paragraph will be deemed to have been delivered at the time of mailing.

All Class B Non-Voting Shares purchased by the Company pursuant to the Offer will be cancelled.

Each Shareholder who has tendered Class B Non-Voting Shares under the Offer will receive payment of the Purchase Price (subject to applicable withholding taxes, if any) for purchased Class B Non-Voting Shares in Canadian dollars.

10. PAYMENT IN THE EVENT OF MAIL SERVICE INTERRUPTION

Notwithstanding the provisions of the Offer, cheques in payment for Class B Non-Voting Shares purchased under the Offer and certificates for any Class B Non-Voting Shares to be returned will not be mailed if the Company determines that delivery by mail may be delayed. Persons entitled to cheques or certificates that are not mailed for this reason may take delivery at the office of the Depositary at which the deposited certificates for the Class B Non-Voting Shares were delivered until the Company has determined that delivery by mail will no longer be delayed. AGF will provide notice, in accordance with Section 12 of this Offer to Purchase, of any determination not to mail under this Section 10 as soon as reasonably practicable after such determination is made.

11. LIENS AND DIVIDENDS

Class B Non-Voting Shares acquired pursuant to the Offer shall be acquired by the Company free and clear of all liens, charges, encumbrances, security interests, claims, restrictions and equities whatsoever, together with all rights and benefits arising therefrom, provided that any dividends or distributions that may be paid, issued, distributed, made or transferred on or in respect of such Class B Non-Voting Shares to Shareholders of record on or prior to the date upon which the Class B Non-Voting Shares are taken up and paid for under the Offer shall be for the account of such Shareholders. Each Shareholder of record on that date will be entitled to receive that dividend or distribution whether or not such Shareholder deposits Class B Non-Voting Shares pursuant to the Offer.

12. NOTICE

Without limiting any other lawful means of giving notice, any notice to be given by the Company or the Depositary under the Offer will be deemed to have been properly given if it is mailed by first-class mail, postage prepaid, to the registered holders of Class B Non-Voting Shares at their respective addresses as shown on the share registers maintained in respect of the Class B Non-Voting Shares and will be deemed to have been received on the first business day following the date of mailing. These provisions apply despite (i) any accidental omission to give notice to any one or more Shareholders, and (ii) an interruption of mail service following mailing. In the event of an interruption of mail service following mailing, the Company will use reasonable efforts to disseminate the notice by other means, such as publication. If post offices are not open for deposit of mail, or there is reason to believe there is or could be a disruption in all or any part of the postal service, any notice which the Company or the Depositary may give or cause to be given under the Offer will be deemed to have been properly given and to have been received by Shareholders if it is issued by way of a news release and if it is published once in *The Globe and Mail* or the *National Post* and in a French language daily newspaper of general circulation in the Province of Québec.

13. OTHER TERMS

No broker, dealer or other person has been authorized to give any information or to make any representation on behalf of the Company other than as contained in the Offer, and, if any such information or representation is given or made, it must not be relied upon as having been authorized by the Company.

It is a term of the Offer that for the purposes of subsection 191(4) of the Tax Act, the "specified amount" in respect of each Class B Non-Voting Share will be an amount equal to the closing trading price for the Class B Non-Voting Shares on the TSX on the Expiration Date. We will publicly announce the specified amount when we announce the Purchase Price pursuant to the Offer.

Shareholders should carefully consider the income tax consequences of accepting the Offer. See Section 13 of the Circular, "Income Tax Considerations".

The Offer and all contracts resulting from the acceptance thereof shall be governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable therein.

The Company, in its sole discretion, shall be entitled to make a final and binding determination of all questions relating to the interpretation of the Offer, the validity of any acceptance of the Offer and the validity of any withdrawals of Class B Non-Voting Shares. The Offer is not being made to, and deposits of Class B Non-Voting Shares will not be accepted from or on behalf of, Shareholders residing in any jurisdiction in which the making of the Offer or the acceptance thereof would not be in compliance with the laws of such jurisdiction. AGF may, in its sole discretion, take such action as it may deem necessary to make the Offer in any such jurisdiction and extend the Offer to Shareholders in any such jurisdiction.

The accompanying Circular, together with this Offer to Purchase, constitutes the issuer bid circular required under Canadian provincial securities legislation applicable to AGF with respect to the Offer.

The accompanying Circular contains additional information relating to the Offer.

DATED this 28th day of
September, 2020, at
Toronto, Ontario.

AGF Management Limited

By: *(Signed)* KEVIN MCCREADIE

Kevin McCreadie
Chief Executive Officer

ISSUER BID CIRCULAR

This Circular is being furnished in connection with the Offer by AGF to purchase for cancellation a number of Class B Non-Voting Shares for an aggregate purchase price not exceeding \$40,000,000 at a Purchase Price of not less than \$5.65 per Class B Non-Voting Share and not more than \$6.25 per Class B Non-Voting Share. Terms defined in the Offer to Purchase and not otherwise defined herein have the same meaning in this Circular. The terms and conditions of the Offer to Purchase, Letter of Transmittal and the Notice of Guaranteed Delivery are incorporated into and form part of this Circular. Reference is made to the Offer to Purchase for details of its terms and conditions.

The Company was incorporated under the laws of the Province of Ontario by Letters Patent on February 2, 1960. On July 31, 1976, AGF amalgamated under the laws of the Province of Ontario by Certificate and Articles of Amalgamation. On December 1, 1994, AGF again amalgamated under the laws of the Province of Ontario with its 99.9% owned subsidiary G.E.F. Management Limited. The head and registered office of AGF is Suite 3100, 66 Wellington Street West, Toronto-Dominion Bank Tower, Toronto Dominion Centre, Toronto, Ontario, M5K 1E9.

Founded in 1957, AGF is a diversified global asset management firm with retail, institutional, alternative and high-net-worth businesses. As an independent firm, AGF brings a disciplined approach to delivering excellence in investment management and to providing an exceptional client experience. AGF's suite of diverse investment solutions extends globally to a wide range of clients, from individual investors and financial advisors to institutions including pension plans, corporate plans, sovereign wealth funds and endowments and foundations.

AGF has investment operations and client servicing teams in North America, Europe and Asia. With \$37.0 billion in total assets under management as of August 31, 2020, AGF serves more than one million investors. The Class B Non-Voting Shares trade on the TSX under the symbol AGF.B.

Additional Information

AGF is subject to the information and reporting requirements of Canadian provincial and territorial securities laws, and the rules of the TSX, and in accordance therewith files periodic reports and other information with securities regulatory authorities in Canada and the TSX, relating to its business, financial condition and other matters. Shareholders may access documents on SEDAR's website at www.sedar.com.

1. AUTHORIZED CAPITAL

Class B Non-Voting Shares and Class A Shares

The Company's authorized share capital consists of an unlimited number of Class B Non-Voting Shares and an unlimited number of Class A Shares. As at September 25, 2020, 76,870,612 Class B Non-Voting Shares and 57,600 Class A Shares were issued and outstanding.

The holders of the Class A Shares are entitled to one vote per Class A Share at all meetings of shareholders other than a separate meeting of the holders of another class or series of shares. The holders of the Class B Non-Voting Shares are not entitled to any voting rights except as provided by law or as described below.

The provisions attached to the Class B Non-Voting Shares may not be amended, and no special shares ranking in priority to or on a parity basis with the Class B Non-Voting Shares may be created, without such approval as may then be required by law, subject to a minimum requirement of approval by the affirmative vote of at least two-thirds of the votes cast at a meeting of the holders of the Class B Non-Voting Shares duly called and held for that purpose at which holders of 10% of the Class B Non-Voting Shares are represented.

Generally, the Class B Non-Voting Shares do not carry any right to receive notice of or to attend any meeting of the shareholders of the Company and shall not be entitled to vote at any such meetings of shareholders. As a result, without the approval of holders of Class B Non-Voting Shares, holders of Class A Shares will be able, subject to the *Business Corporations Act* (Ontario), and applicable Canadian securities regulatory requirements, to: amend AGF's articles and by-laws, except in certain circumstances where the rights

and conditions attaching to the Class B Non-Voting Shares would be adversely affected; effect an amalgamation or approve certain other corporate transactions, except in certain circumstances where the rights and conditions attaching to the Class B Non-Voting Shares would be adversely affected; elect the Board of Directors of AGF (the “**Board**”) and otherwise control the outcome of virtually all matters submitted to a general shareholder vote. In addition, the Class B Non-Voting Shares do not have the right to participate in a take-over bid for the Class A Shares under applicable Canadian securities law.

Dividends paid on the Class B Non-Voting Shares shall be in equal amounts to dividends paid on the Class A Shares (with a prior entitlement of a dividend of one cent per Class B Non-Voting Share).

The holders of Class B Non-Voting Shares are, together with the holders of Class A Shares, entitled to participate on a *pro rata* basis in the assets of AGF upon a liquidation or winding-up of AGF.

The Class B Non-Voting Shares are listed for trading on the TSX and they are traded under the AGF.B symbol. The Class A Shares of AGF are not listed.

For a full description of the rights, restrictions and conditions attached to each class of shares of the Company, please see the Annual Information Form for the year ended November 30, 2019 which may be accessed on SEDAR's website at www.sedar.com.

2. PURPOSE AND EFFECT OF THE OFFER

On September 19, 2019, the Company announced a merger between Smith and Williamson (“**S&W**”), a company of which AGF owned 28% at the time of closing, and Tilney Group (“**Tilney**”) to create an integrated wealth management and professional services group (the “**S&W Merger**”). On September 1, 2020, the Company announced the completion of the S&W Merger, pursuant to which AGF divested its minority stake in S&W, and received total cash consideration of \$296 million, excluding taxes and one-time expenses and subject to closing adjustments.

During the period between the announcement and closing of the S&W Merger, management discussed potential uses of the proceeds of the S&W Merger with the Board, including returning cash to Shareholders. When the closing of the S&W Merger concluded, the Company stated that it expected to redeploy capital in a number of ways, including funding future share buybacks, servicing debt repayment and continuing to invest in areas of growth to ensure the Company's resources remain focused against stated strategic goals to deliver continued value to Shareholders.

The Board believes that the purchase of Class B Non-Voting Shares is in the best interests of the Company and represents an equitable and efficient means for the Company to return up to \$40,000,000 of capital received in the S&W Merger to Shareholders who elect to tender their Class B Non-Voting Share while at the same time increasing the equity ownership of Shareholders who elect not to tender.

After giving effect to the Offer, the Company will continue to have sufficient financial resources and working capital to conduct its ongoing business and operations and the Offer is not expected to preclude AGF from pursuing foreseeable business opportunities or the future growth of the Company's business.

As of September 25, 2020, there were 76,870,612 Class B Non-Voting Shares issued and outstanding. Accordingly, the Offer is for approximately 9.21% of the issued and outstanding Class B Non-Voting Shares if the Purchase Price is determined to be \$5.65 per Class B Non-Voting Share (which is the minimum price per Class B Non-Voting Share under the Offer) or approximately 8.33% of the issued and outstanding Class B Non-Voting Shares if the Purchase Price is determined to be \$6.25 per Class B Non-Voting Share (which is the maximum price per Class B Non-Voting Share under the Offer). Assuming that the Offer is fully subscribed, the effect of the Offer would be to increase the equity ownership of each Shareholder who does not tender any Class B Non-Voting Shares to the Offer by 10.14% if the Purchase Price is determined to be \$5.65 per Class B Non-Voting Share (which is the minimum price per Class B Non-Voting Share under the Offer) or 9.08% if the Purchase Price is determined to be \$6.25 per Class B Non-Voting Share (which is the maximum price per Class B Non-Voting Share under the Offer).

Class B Non-Voting Shares acquired by the Company pursuant to the Offer will be cancelled.

Canadian securities laws prohibit the Company and its affiliates from acquiring or offering to acquire beneficial ownership of any Class B Non-Voting Shares, other than pursuant to the Offer, until at least 20 business days after the Expiration Date or termination of the Offer, except, in the case of acquisitions during the period following the Expiration Date, pursuant to certain acquisitions effected in the normal course on a published market or as otherwise permitted by applicable law.

Accordingly, the Company has suspended repurchases of any Class B Non-Voting Shares under its existing normal course issuer bid until after the expiry or termination of the Offer. Subject to applicable law, the Company may in the future purchase additional Class B Non-Voting Shares on the open market, in private transactions, through issuer bids or otherwise. Any such purchases may be on the same terms or on terms that are more or less favourable to Shareholders than the terms of the Offer. Any possible future purchases by the Company will depend on many factors, including the market price of the Class B Non-Voting Shares, the Company's business and financial position, the results of the Offer and general economic and market conditions.

Background to the Offer

Management and the Board evaluate the capital allocation of the Company on a regular basis. During the period between the announcement and closing of the S&W Merger, management considered multiple alternatives for returning proceeds from the S&W Merger to shareholders, including a substantial issuer bid akin to this Offer. In considering different options, management consulted with both legal and financial advisors.

On September 19, 2019, the Company announced that the expected return on its S&W investment gives the Company flexibility to redeploy capital in a number of ways including funding future share buybacks, servicing debt repayment and continuing to invest in new areas of growth ensuring the Company's resources remain focused against its stated strategic goals and delivering continued value for Shareholders. On June 1, 2020, August 6, 2020 and September 1, 2020, the Company reiterated its intention to redeploy the funds received on closing of the S&W Merger in a number of ways, including through a share buyback.

At a meeting of the Board held on September 16, 2020, the Board reviewed the capital allocation of the Company and after giving consideration to, among other things, the financial resources of the Company and the then prevailing trading price of the Class B Non-Voting Shares, it was proposed that the Company consider repurchasing certain of its Class B Non-Voting Shares. Following the meeting, the Board tasked management to complete further analyses and to discuss with outside advisers in order to assist the Board in making a determination regarding the feasibility and desirability of pursuing a substantial issuer bid.

Following the Board meeting, management had various discussions with its financial advisor, National Bank Financial Inc., and legal advisor, Stikeman Elliott LLP, related to the proposed structure and mechanics of a substantial issuer bid.

At a meeting held on September 22, 2020, the Board determined that it was in the best interests of the Company to authorize the announcement by the Company of its intention to make a substantial issuer bid for an aggregate purchase price not exceeding \$40,000,000, with such other terms and conditions to be approved at a subsequent meeting of the Board.

At a meeting of the Board on September 27, 2020, National Bank Financial Inc. provided advice and delivered its liquidity opinion to the Board. At the same meeting, the Board, after giving careful consideration to the factors set forth below, unanimously determined that the Offer was in the best interests of the Company and approved the making of the Offer, including the terms and conditions of the Offer and the delivery of the Circular to AGF's Shareholders.

In evaluating the Offer and determining that it would be in the best interests of the Company, the Board gave careful consideration to a number of factors, including, without limitation, the following:

- (a) that the recent trading price range of the Class B Non-Voting Shares is not considered to be fully reflective of the value of the Company's business and future prospects, and that consequently the repurchase of Class B Non-Voting Shares under the Offer represents an attractive investment, an appropriate and desirable use of available funds, and an equitable and efficient means of providing value to its Shareholders and is in the best interests of the Company;

- (b) the positive impact that the purchase of Class B Non-Voting Shares having an aggregate purchase price not exceeding \$40,000,000 (being the maximum purchase price that may be paid by the Company under the Offer) would have on the Company's earnings calculated on a per Class B Non-Voting Share basis as well as on the return on equity on the Class B Non-Voting Shares;
- (c) the Company's belief that the Offer is a prudent use of the Company's financial resources given its business profile and assets, the current market price of the Class B Non-Voting Shares, and its cash requirements and borrowing costs;
- (d) after giving effect to the Offer, the Company will continue to have sufficient financial resources and working capital to conduct its ongoing business and operations and the Offer is not expected to preclude AGF from pursuing future acquisitions and business opportunities to grow the Company's business;
- (e) the Offer provides Shareholders with an opportunity to obtain additional liquidity and realize on all or a portion of their investment in the Company should they desire liquidity in quantities and at prices which may otherwise be unavailable in the market;
- (f) the deposit of Class B Non-Voting Shares under the Offer is optional, the option is available to all Shareholders, and all Shareholders are free to accept or reject the Offer depending on their investment preferences or other considerations;
- (g) Shareholders wishing to tender Class B Non-Voting Shares may do so pursuant to Auction Tenders or Purchase Price Tenders;
- (h) Shareholders owning fewer than 100 Class B Non-Voting Shares whose Class B Non-Voting Shares are purchased pursuant to the Offer will not only avoid the payment of brokerage commissions but will also avoid any odd lot discounts which may be applicable to a sale of Class B Non-Voting Shares over the facilities of the TSX;
- (i) the Offer provides Shareholders who are considering the sale of all or a portion of their Class B Non-Voting Shares with the opportunity to sell such Class B Non-Voting Shares for cash without the usual transaction costs associated with market sales;
- (j) the Offer is not conditional on any minimum number of Class B Non-Voting Shares being deposited;
- (k) Shareholders who do not deposit their Class B Non-Voting Shares under the Offer will realize an increase in their equity ownership in the Company to the extent that Class B Non-Voting Shares are purchased by the Company pursuant to the Offer;
- (l) the advice of the Company's exclusive financial advisor, National Bank Financial Inc., in respect of the Offer, including an opinion from National Bank Financial Inc. regarding the liquidity of the market for the Class B Non-Voting Shares after completion of the Offer;
- (m) the fact that it is reasonable to conclude that, following the completion of the Offer in accordance with its terms, there will be a market for holders of Class B Non-Voting Shares who do not tender to the Offer that is not materially less liquid than the market that existed at the time of the making of the Offer (see "Liquidity of Market" below);
- (n) The Offer facilitates the repurchase of Class B Non-Voting Shares using a portion of the gross proceeds from the S&W Merger; and
- (o) The Offer is consistent with previous disclosure made to Shareholders regarding the use of proceeds from the S&W Merger.

The foregoing summary of the factors considered by the Board is not, and is not intended to be, exhaustive. In view of the variety of factors and the amount of information considered in connection with its determination to proceed with the Offer, the Board did not find it practical to, and did not, quantify or otherwise attempt to assign any relative weight to each specific factor considered in reaching its conclusion.

None of AGF, its Board, the Depositary or National Bank Financial Inc. makes any recommendation to any Shareholder as to whether to deposit or refrain from depositing Class B Non-Voting Shares under the Offer. Shareholders are urged to evaluate carefully all information in the Offer, consult their own financial, legal, investment and tax advisors and make their own decisions as to whether to deposit Class B Non-Voting Shares

under the Offer, and, if so, how many Class B Non-Voting Shares to deposit. See Section 13 of the Circular, "Income Tax Considerations".

Liquidity of Market

As at September 25, 2020, there were 76,870,612 Class B Non-Voting Shares issued and outstanding, of which 57,486,849 Class B Non-Voting Shares comprise the public float, which excludes Class B Non-Voting Shares beneficially owned, or over which control or direction is exercised, by "related parties" of the Company and Class B Non-Voting Shares that are not "freely tradeable" (each as defined in MI 61-101) (the "**public float**"). The maximum number of Class B Non-Voting Shares that the Company is offering to purchase pursuant to the Offer, if the Purchase Price is determined to be \$5.65 per Class B Non-Voting Share (being the minimum price per Class B Non-Voting Share under the Offer), represents approximately 9.21% of the Class B Non-Voting Shares outstanding as at September 25, 2020. If the Company purchases such maximum number of Class B Non-Voting Shares, there will be approximately 69,790,966 Class B Non-Voting Shares outstanding following completion of the Offer.

AGF is relying on the "liquid market exemption" specified in Multilateral Instrument 61-101 — *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**") from the requirement to obtain a formal valuation applicable to the Offer. Accordingly, the valuation requirements of securities regulatory authorities in Canada applicable to issuer bids generally are not applicable in connection with the Offer.

AGF has determined that there is a liquid market in the Class B Non-Voting Shares because:

- (a) there is a published market for the Class B Non-Voting Shares (the TSX);
- (b) during the 12 months before September 23, 2020 (being the date on which the Company announced its intention to make the Offer):
 - i. the number of issued and outstanding Class B Non-Voting Shares was at all times at least 5,000,000 (excluding Class B Non-Voting Shares beneficially owned, or over which control and direction was exercised, by related parties and securities that were not freely tradeable);
 - ii. the aggregate trading volume of Class B Non-Voting Shares on the TSX (the exchange on which the Class B Non-Voting Shares were principally traded) was at least 1,000,000 Class B Non-Voting Shares;
 - iii. there were at least 1,000 trades in the Class B Non-Voting Shares on the TSX; and
 - iv. the aggregate value of the trades in the Class B Non-Voting Shares on the TSX was at least \$15,000,000; and
- (c) the market value of the Class B Non-Voting Shares on the TSX, as determined in accordance with MI 61-101, was at least \$75,000,000 for August 2020 (the calendar month preceding the calendar month in which the Offer was announced).

AGF has also obtained, on a voluntary basis, a liquidity opinion of National Bank Financial Inc. to the effect that a liquid market for the Class B Non-Voting Shares existed based on trading information as at the close of business on September 25, 2020 and that it is reasonable to conclude that, following the completion of the Offer, there will be a market for holders of Class B Non-Voting Shares who do not tender to the Offer that is not materially less liquid than the market that existed at the time of the making of the Offer. A copy of the liquidity opinion of National Bank Financial Inc. is attached hereto as Schedule A.

Based on the liquid market test set out above and the liquidity opinion of National Bank Financial Inc., the Company determined that it is reasonable to conclude that, following the completion of the Offer, there will be a market for holders of Class B Non-Voting Shares who do not tender to the Offer that is not materially less liquid than the market that existed at the time of the making of the Offer. Further, the Company does not anticipate any change in a principal market following completion of the Offer.

Accordingly, the valuation requirements of securities regulatory authorities in Canada applicable to issuer bids generally are not applicable in connection with the Offer.

Additional Securities Law Considerations

AGF is a reporting issuer (or the equivalent thereof) in each of the provinces and territories of Canada, and the Class B Non-Voting Shares are listed on the TSX. AGF believes that the purchase of Class B Non-Voting Shares pursuant to the Offer will not result in: (i) AGF ceasing to be a reporting issuer in any jurisdiction in Canada, or (ii) the Class B Non-Voting Shares being delisted from the TSX.

3. FINANCIAL STATEMENTS

The audited consolidated financial statements of AGF and the related management's discussion and analysis as at and for the financial years ended November 30, 2019 and November 30, 2018 have previously been filed and are available on SEDAR at www.sedar.com. The unaudited condensed interim consolidated financial statements for AGF as at and for the three (3) and nine (9) months ended August 31, 2020, and the related management's discussion and analysis have also previously been filed and are available under AGF's profile on SEDAR at www.sedar.com. Shareholders may obtain copies of these financial statements, without charge, upon request to AGF, attention: AGF Investor Relations, Suite 3100, 66 Wellington Street West, Toronto Dominion Bank Tower, Toronto Dominion Centre, Toronto, Ontario, M5K 1E9.

4. PRICE RANGE OF CLASS B NON-VOTING SHARES

The Class B Non-Voting Shares are listed on the TSX under the symbol "AGF.B". The following table sets forth the high and low closing prices per Class B Non-Voting Share and the total trading volume of Class B Non-Voting Shares as compiled from published financial sources, for the 6-month period ended September 25, 2020 in the case of the TSX:

TSX			
Month	High	Low	Total Volume
	(\$)	(\$)	(#)
2020			
September 1, 2020 to September 25, 2020	\$5.85	\$5.05	3,655,757
August	\$5.39	\$5.00	2,787,842
July	\$5.29	\$4.90	3,886,796
June	\$5.24	\$4.27	6,325,377
May	\$4.19	\$3.42	5,613,115
April	\$4.32	\$2.88	5,128,448
March	\$6.18	\$2.57	5,713,231

On September 22, 2020, the last full trading day prior to the date of the public announcement by AGF of its intention to make the Offer, the closing price of the Class B Non-Voting Shares on the TSX was \$5.20. On September 25, 2020, the last full trading day prior to the date of this Circular, the closing price of the Class B Non-Voting Shares on the TSX was \$5.85.

Shareholders are urged to obtain current market quotations for the Class B Non-Voting Shares.

5. DIVIDEND POLICY

Subject to the solvency requirements of the OBCA, there are no restrictions in the Company's articles that would prevent it from paying dividends or distributions on the Class B Non-Voting Shares. The holders of Class B Non-Voting Shares and Class A Shares are entitled to receive cash dividends. Dividends are paid in equal amounts per share on all the Class B Non-Voting Shares and all the Class A Shares at the time outstanding without preference or priority of one share over another. No dividends may be declared in the event that there is a default of a condition of the Company's credit facility or where such payment of dividends would create a default.

The Board may determine that holders of Class B Non-Voting Shares shall have the right to elect to receive part or all of such dividend in the form of a stock dividend. They also determine whether a dividend in Class B Non-Voting Shares is substantially equal to a cash dividend. This determination is based on the weighted average price at which the Class B Non-Voting Shares traded on the TSX during the 10 trading days immediately preceding the record date applicable to such dividend.

The following table sets forth the dividends paid by AGF on Class B Non-Voting Shares and Class A Shares for the preceding two (2) years from the date of the Offer:

Declaration Date	Dividend	Payment Date	Record Date
September 22, 2020	\$0.08	October 19, 2020	October 13, 2020
June 23, 2020	\$0.08	July 20, 2020	July 10, 2020
March 24, 2020	\$0.08	April 20, 2020	April 10, 2020
December 18, 2019	\$0.08	January 16, 2020	January 8, 2020
September 24, 2019	\$0.08	October 18, 2019	October 10, 2019
June 25, 2019	\$0.08	July 18, 2019	July 10, 2019
March 26, 2019	\$0.08	April 18, 2019	April 10, 2019
December 14, 2018	\$0.08	January 16, 2019	January 8, 2019
September 25, 2018	\$0.08	October 18, 2018	October 10, 2018

The Company reviews its dividend distribution policy on a quarterly basis, taking into account its financial position, profitability, cash flow and other factors considered relevant by the Board.

6. PREVIOUS PURCHASES OF CLASS B NON-VOTING SHARES

Except for the purchase of Class B Non-Voting Shares pursuant to the Company's normal course issuer bids described below, no securities of the Company have been purchased by the Company during the 12 months preceding the date of the Offer.

On February 4, 2020, AGF announced that the TSX had approved AGF's notice of intention to renew its normal course issuer bid ("**NCIB**") in respect of its Class B Non-Voting Shares. Purchase for cancellation by AGF of outstanding Class B Non-Voting Shares may also be used to offset the dilutive effect of treasury stock released for the employee benefit trust ("**EBT**") and of shares issued through the Company's stock option plans and dividend reinvestment plan. AGF relies on an automatic purchase plan during the NCIB. The automatic purchase plan allows for purchases by AGF of its Class B Non-Voting Shares during certain pre-determined black-out periods, subject to certain parameters. Outside of these pre-determined black-out periods, Class B Non-Voting Shares will be purchased in accordance with management's discretion. Class B Non-Voting Shares purchased for the EBT are also purchased under the Company's NCIB and recorded as a reduction to capital stock. Under its NCIB, the Class B Non-Voting Shares may be repurchased from time to time at prevailing market prices or such other price as may be permitted by the TSX for amounts as follows:

- Between February 6, 2020 and February 5, 2021, up to 5,947,786 Class B Non-Voting Shares, or 10% of the public float for such Class B Non-Voting Shares, through the facilities of the TSX (or as otherwise permitted by the TSX); and
- Between February 6, 2019 and February 5, 2020, up to 5,980,078 Class B Non-Voting Shares, or 10% of the public float through the facilities of the TSX (or as otherwise permitted by the TSX).

During the three (3) months ended November 30, 2019, AGF repurchased 596,890 Class B Non-Voting Shares for cancellation under its NCIB for total consideration of \$3.5 million at an average price of \$5.88 per Class B Non-Voting Share and purchased no Class B Non-Voting Shares for the EBT. During the three (3) and

nine (9) months ended August 31, 2020, AGF purchased 1,000,000 and 1,000,000 shares for cancellation under its NCIB for total consideration of \$5.1 million and \$5.1 million at an average price of \$5.12 and \$5.12 per Class B Non-Voting Share. During the three (3) and nine (9) months ended August 31, 2020, AGF purchased nil and 750,000 Class B Non-Voting Shares for the EBT for a total consideration of nil and \$2.6 million at an average price of \$3.50 per Class B Non-Voting Share.

In accordance with applicable Canadian securities laws, AGF has suspended repurchases of any Class B Non-Voting Shares under its existing NCIB announced on February 4, 2020 until after the expiry or termination of the Offer. See Section 2 of this Circular, "Purpose and Effect of the Offer".

7. PREVIOUS SALES OF SECURITIES

Except as described under "Previous Distributions of Class B Non-Voting Shares" below, during the 12 months preceding the date of the Offer, no securities of AGF were sold by the Company.

8. PREVIOUS DISTRIBUTIONS OF CLASS B NON-VOTING SHARES

Public Distributions and Private Placements of Class B Non-Voting Shares

The Company has not distributed any Class B Non-Voting Shares in the five (5) years preceding the date of the Offer (other than Class B Non-Voting Shares issued upon the exercise of options of the Company, which are set out in the following section).

Class B Non-Voting Shares Issued Upon Exercise of Options

The table below indicates the numbers of Class B Non-Voting Shares that were issued by the Company on an annual basis for the five (5) years preceding the date of the Offer upon the exercise of stock options to purchase Class B Non-Voting Shares which were granted under the Company's long-term incentive plans:

Year of Distribution	Number of Class B Non-Voting Shares Issued (#)	Average Exercise Price Per Underlying Option (\$)	Aggregate Proceeds (\$)
From November 30, 2019 until the date of the Offer	58,082	\$5.29	\$370,789
Fiscal year ending November 30, 2019	143,031	\$4.74	\$786,083
Fiscal year ending November 30, 2018	346,616	\$5.00	\$2,366,987
Fiscal year ended November 30, 2017	23,642	\$5.03	\$161,889
Fiscal year ended November 30, 2016	-	-	-
Fiscal year ended November 30, 2015	10,179	\$8.93	\$98,853

9. INTEREST OF DIRECTORS AND OFFICERS

Interest of Directors and Officers

Except as set forth in the Offer, neither the Company nor, to its knowledge, any of its officers or directors, are a party to any contract, arrangement or understanding, formal or informal, with any shareholder relating, directly or indirectly, to the Offer or with any other person or company with respect to any Class B Non-Voting Shares in relation to the Offer, nor are there any contracts or arrangements made or proposed to be made between the Company and any of its directors or officers and no payments or other benefits are proposed to be made or given by way of compensation for loss of office or as to such directors or officers remaining in or retiring from office if the Offer is successful.

Except as set forth in the Offer, neither the Company nor, to its knowledge, any of its officers or directors have current plans or proposals which relate to, or would result in, any extraordinary corporate transaction involving the Company, such as a "going private transaction", a merger, a reorganization, the sale or transfer of a material amount of the Company's assets or the assets of any of the Company's subsidiaries (although AGF from time to time may consider various acquisition or divestiture opportunities), any material change in the Company's present Board or management, any material change in the Company's indebtedness or capitalization, any other material change in its business or corporate structure, any material change in its Articles, or actions that could cause the Class B Non-Voting Shares to be delisted from the TSX or any actions similar to any of the foregoing. See Section 10 of this Circular, "Arrangements Concerning Class B Non-Voting Shares – Acceptance of the Offer".

Ownership of AGF Securities

To the knowledge of the Company, after reasonable inquiry, the following table indicates, as at September 18, 2020, the number of securities of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised, by each director and executive officer of the Company, and, after reasonable inquiry, each insider of the Company (other than directors and executive officers) and their respective associates and affiliates, and each associate or affiliate of the Company or person or company acting jointly or in concert with the Company in connection with the Offer.

Directors, Officers and Other Insiders

Name	Relationship with Company	No. of Class B Non-Voting Shares⁽¹⁾	% of Outstanding Class B Non-Voting Shares⁽²⁾	No. of Class A Shares⁽¹⁾	% of Outstanding Class A Shares	No. of Options	No. of RSUs	No. of DSUs	% of Outstanding Options, RSUs and DSUs⁽³⁾
Blake C. Goldring ⁽⁴⁾	Director, Officer	14,145,680	18.40%	46,080	80.00%	726,757	198,331	-	1.20%
Kevin McCreddie	Director, Officer	444,166	0.58%	-	-	2,858,132	116,835	497,267	4.52%
Jane Buchan	Director	50,000	0.07%	-	-	-	-	73,745	0.10%
Kathleen Camilli	Director	51,400	0.07%	-	-	-	-	18,801	0.02%
Sarah Davis	Director	36,500	0.05%	-	-	-	-	69,138	0.09%
Douglas L. Derry	Director	6,000	0.01%	-	-	-	-	111,858	0.15%
W. Robert Farquharson	Director	3,799,986	4.94%	11,520	20.00%	-	-	-	-
Judy G. Goldring ⁽⁴⁾	Director, Officer	12,535,204	16.31%	46,080	80.00%	535,305	81,787	-	0.80%
Charles Guay	Director	60,000	0.08%	-	-	-	-	20,045	0.03%
G. Wayne Squibb	Director	24,724	0.03%	-	-	-	-	177,966	0.23%
Adrian Basaraba	Officer	120,769	0.16%	-	-	391,809	83,185	-	0.62%
Chris Jackson	Officer	109,334	0.14%	-	-	63,460	38,013	-	0.13%

Notes:

- (1) Represents Class B Non-Voting Shares and Class A Shares (as applicable) held directly and indirectly by the director or officer.
- (2) Percentage of outstanding Class B Non-Voting Shares is calculated on a non-diluted basis.
- (3) Represents the aggregate number of options, RSUs and DSUs held by the director or officer as a percentage of the outstanding Class B Non-Voting Shares (on a non-diluted basis).
- (4) Blake C. Goldring indirectly owns all of the voting shares of Goldring Capital Corporation which owns 80% of the Class A Shares of the Company. Blake C. Goldring and Judy G. Goldring are indirect shareholders of Goldring Capital Corporation and are parties to a unanimous shareholders' agreement. The 12,000,000 Class B Non-Voting Shares and the 46,080 Class A Shares owned through Goldring Capital Corporation are included in the shareholdings listed above for each of Blake C. Goldring and Judy G. Goldring.

Principal Shareholders and Other Holders

To the best knowledge of the Company, as at September 18, 2020: (i) no persons beneficially owned, or controlled or directed, directly or indirectly, more than 10% of the Class B Non-Voting Shares, other than Judy G. Goldring and Blake C. Goldring directly and indirectly through Goldring Capital Corporation; and (ii) the only persons who beneficially owned, or controlled or directed, directly or indirectly, more than 10% of the Class A Shares of the Company were the following:

Name	Number of Class A Shares	Percentage of Outstanding Class A Shares	Percentage of Total Voting Power
W. Robert Farquharson	11,520	20%	20%
Goldring Capital Corporation	46,080	80%	80%

Blake C. Goldring indirectly owns all of the voting shares of Goldring Capital Corporation which owns 80% of the Class A Shares of the Company. Blake C. Goldring and Judy G. Goldring are indirect shareholders of Goldring Capital Corporation and are parties to a unanimous shareholders' agreement. W. Robert Farquharson holds 20% of the Class A Shares of the Company.

10. ARRANGEMENTS CONCERNING CLASS B NON-VOTING SHARES

Acceptance of the Offer

To the knowledge of the Company and its directors and officers, after reasonable enquiry, no director or officer of the Company, no associate or affiliate of a director or officer of the Company, no insider of the Company (other than a director or officer) and no person or company acting jointly or in concert with the Company, has indicated any present intention to deposit any of such person's or company's Class B Non-Voting Shares pursuant to the Offer. However, they may decide to deposit Class B Non-Voting Shares to the Offer in the event that the circumstances or decisions of any such persons change and, subject to applicable securities laws, such persons may sell their Class B Non-Voting Shares through the facilities of the TSX or otherwise during the period prior to the Expiration Date.

Commitments to Acquire Class B Non-Voting Shares

AGF has no agreements, commitments or understandings to purchase Class B Non-Voting Shares other than pursuant to the Offer. To the knowledge of the Company, after reasonable inquiry, aside from purchases through the exercise of stock options, no person or company referred to in this Circular under Section 9 of the Circular "Interest of Directors and Officers – Ownership of AGF's Securities" has any agreement, commitment or understanding to acquire securities of the Company.

Benefits from the Offer

Except as described or referred to in the Offer, no person or company named under Section 9 of the Circular "Interest of Directors and Officers – Ownership of AGF's Securities" will receive any direct or indirect benefit from accepting or refusing to accept the Offer other than the Purchase Price for any Class B Non-Voting Shares purchased by the Company in accordance with the terms of the Offer and any benefit available to any Shareholder who does or does not participate in the Offer. See Section 2 of the Circular, "Purpose and Effect of the Offer".

Contracts, Arrangements or Understandings with Shareholders

Except as described or referred to in the Offer, there are no contracts, arrangements or understandings, formal or informal, made or proposed to be made between the Company and any holder of any securities of the Company in relation to the Offer.

11. MATERIAL CHANGES IN THE AFFAIRS OF THE COMPANY

Except as described or referred to in the Offer or as otherwise publicly disclosed, the Company is not aware of any plans or proposals for material changes in the affairs of the Company, or of any undisclosed material changes, that have occurred since September 23, 2020, the date on which the Company's most recent interim financial report was filed by the Company with the Canadian securities regulatory authorities, which may be accessed on SEDAR's website at www.sedar.com.

12. PRIOR VALUATIONS AND *BONA FIDE* OFFERS

To the knowledge of the directors and officers of the Company, after reasonable inquiry, no "prior valuation" (as defined in MI 61-101) in respect of the Company has been made in the 24 months before the date hereof. No *bona fide* prior offer that relates to the Class B Non-Voting Shares or is otherwise relevant to the Offer has been received by the Company during the 24 months preceding September 28, 2020 (the date on which the launch of the Offer was publicly announced).

13. INCOME TAX CONSIDERATIONS

Certain Canadian Federal Income Tax Considerations

The Company has been advised by Stikeman Elliott LLP that the following summary describes certain of the principal Canadian federal income tax considerations pursuant to the Tax Act generally applicable, as at the date hereof, to a disposition of Class B Non-Voting Shares pursuant to the Offer.

This summary is based on the current provisions of the Tax Act, the regulations thereunder, all specific proposals to amend the Tax Act and the regulations thereunder publicly announced by the Minister of Finance (Canada) prior to the date hereof (the "**Proposed Amendments**") and the Company's understanding of the current administrative policies and assessing practices of the CRA published in writing prior to the date hereof. This summary assumes that the Proposed Amendments will be enacted in the form currently proposed. No assurances can be given that the Proposed Amendments will be enacted as currently proposed, or at all. This summary does not otherwise take into account or anticipate any changes in law or administrative policies or assessing practices, whether by judicial, governmental or legislative decision or action, nor does it take into account provincial, territorial or foreign tax considerations, which may differ significantly from those discussed herein.

This summary is not applicable to a Shareholder: (i) that is a "financial institution", (ii) that is a "specified financial institution" or a "restricted financial institution", (iii) an interest in which is a "tax shelter investment", (iv) that reports its "Canadian tax results" in a currency other than Canadian dollars, (v) that is a partnership or trust, or (vi) that has entered into a "derivative forward agreement" or a "dividend rental arrangement" in respect of the Class B Non-Voting Shares, as each of those terms is defined in the Tax Act. This summary is also not applicable to a Shareholder that acquired Class B Non-Voting Shares pursuant to the exercise of an employee stock option and who disposes of such Class B Non-Voting Shares pursuant to the Offer. Such Shareholders should consult their own tax advisors regarding their particular circumstances.

This summary is based on the assumption that the Class B Non-Voting Shares will at all times be listed on the TSX.

This summary is of a general nature only and is not exhaustive of all possible Canadian federal income tax considerations. This summary is not, and should not be construed as, legal or tax advice to any particular Shareholder and no representations with respect to Canadian federal income tax consequences to any particular Shareholder are made. Accordingly, Shareholders are urged to consult their own tax advisors with respect to their particular circumstances.

Having regard to the deemed dividend tax treatment (including Canadian withholding tax for non-residents of Canada) described below on a disposition of Class B Non-Voting Shares pursuant to the Offer as opposed to capital gains treatment may generally apply to a disposition of Class B Non-Voting Shares in the market, Shareholders who wish to dispose of their Class B Non-Voting Shares and who are not generally exempt from Canadian federal income tax should consult their tax advisors regarding the disposition of their Class B Non-Voting Shares in the market as an alternative to disposing of their Class B Non-Voting Shares pursuant to the Offer, in order that capital gains treatment may apply on the disposition of their Class B Non-Voting Shares.

Residents of Canada

This portion of the summary is applicable to a Shareholder who, at all relevant times for the purposes of the Tax Act (i) is or is deemed to be a resident of Canada, (ii) deals at arm's length with AGF and is not affiliated with AGF, and (iii) holds its Class B Non-Voting Shares as capital property (a "**Resident Shareholder**"). Generally, Class B Non-Voting Shares will be considered to be capital property to a Resident Shareholder

provided that the Resident Shareholder does not hold the Class B Non-Voting Shares in the course of carrying on a business and has not acquired the Class B Non-Voting Shares in one or more transactions considered to be an adventure or concern in the nature of trade. A Resident Shareholder whose Class B Non-Voting Shares might not otherwise qualify as capital property may, in certain circumstances, make an irrevocable election under subsection 39(4) of the Tax Act to have the Class B Non-Voting Shares and every other "Canadian security", as defined in the Tax Act, owned by such Resident Shareholder in the taxation year of the election and in all subsequent taxation years deemed to be capital property. Resident Shareholders are advised to consult their own tax advisors to determine if this election is appropriate in their particular circumstances.

Disposition of Class B Non-Voting Shares and Deemed Dividend

A Resident Shareholder who disposes of Class B Non-Voting Shares pursuant to the Offer will be deemed to receive a taxable dividend equal to the amount, if any, by which the amount paid by AGF for the Class B Non-Voting Shares exceeds the paid-up capital of such shares for the purposes of the Tax Act. AGF estimates that the paid-up capital per Class B Non-Voting Share on the date of take-up under the Offer will be approximately \$3.36. As a result, AGF expects that a Resident Shareholder who disposes of Class B Non-Voting Shares under the Offer will be deemed to receive a taxable dividend, but the exact amount of such deemed dividend cannot be guaranteed. Following the Expiration Date, AGF will publicly confirm the amount of the paid-up capital per Class B Non-Voting Share.

Any dividend deemed to be received by a Resident Shareholder who is an individual will be subject to the gross-up and dividend tax credit rules applicable to taxable dividends received by Canadian resident individuals from a taxable Canadian corporation, including the enhanced gross-up and dividend tax credit if AGF validly designates the dividend as an "eligible dividend". There may be limitations on the ability of a corporation to designate dividends as eligible dividends. Subject to such limitations, AGF intends to designate all deemed dividends arising as a result of a sale of Class B Non-Voting Shares pursuant to the Offer as eligible dividends for these purposes.

Subject to the application of subsection 55(2) of the Tax Act, as described below, any dividend deemed to be received by a Resident Shareholder that is a corporation will be included in computing such Resident Shareholder's income as a dividend, and will ordinarily be deductible in computing its taxable income for the year. To the extent that such a deduction is available, "private corporations" (as defined in the Tax Act) and certain other corporations may be liable to pay tax under Part IV of the Tax Act. This additional tax may be refundable in certain circumstances.

Under subsection 55(2) of the Tax Act, a Resident Shareholder that is a corporation may be required to treat all or a portion of any deemed dividend that is deductible in computing taxable income as proceeds of disposition and not as a dividend where the Resident Shareholder would have realized a capital gain if it disposed of any share at fair market value immediately before the disposition of Class B Non-Voting Shares to AGF, the disposition to AGF resulted in a significant reduction in such capital gain and the dividend exceeds the "safe income" in respect of the particular share that could reasonably be considered to contribute to such capital gain. Subsection 55(2) of the Tax Act does not apply to the portion of the taxable dividend subject to tax under Part IV of the Tax Act that is not refunded under the circumstances specified in subsection 55(2) of the Tax Act. The application of subsection 55(2) of the Tax Act involves a number of factual considerations that will differ for each Resident Shareholder and a Resident Shareholder to whom it may be relevant is urged to consult its own tax advisors concerning its application having regard to its particular circumstances.

The amount paid by AGF under the Offer for the Class B Non-Voting Shares less any amount deemed to be received by the Resident Shareholder as a dividend (after the application of subsection 55(2) of the Tax Act, if applicable, in the case of a corporate Resident Shareholder) will be treated as proceeds of disposition of the Class B Non-Voting Shares. The Resident Shareholder will realize a capital gain (or capital loss) on the disposition of the Class B Non-Voting Shares equal to the amount by which the Resident Shareholder's proceeds of disposition, net of any costs of disposition, exceed (or are less than) the adjusted cost base to the Resident Shareholder of the Class B Non-Voting Shares sold to AGF pursuant to the Offer.

Taxation of Capital Gains and Losses

Generally, a Resident Shareholder will be required to include in computing its income for a taxation year one-half of any capital gain (a "**taxable capital gain**") realized by it in that year. A Resident Shareholder must generally deduct one-half of the amount of any capital loss (an "**allowable capital loss**") realized in a taxation year from taxable capital gains realized by the Resident Shareholder in that year, and any excess may generally be applied to reduce taxable capital gains realized by the Resident Shareholder in the three preceding taxation years or in any subsequent taxation year to the extent and under the circumstances specified in the Tax Act.

The amount of a capital loss realized on the disposition of a Share by a Resident Shareholder that is a corporation may, to the extent and under the circumstances specified in the Tax Act, be reduced by the amount of dividends received or deemed to be received on the Class B Non-Voting Shares (including any dividends deemed to be received as a result of the disposition of Class B Non-Voting Shares to AGF under the Offer). Similar rules may apply where Class B Non-Voting Shares are owned by a partnership or trust of which a corporation, trust or partnership is a member or beneficiary. Resident Shareholders who may be affected by these rules are urged to consult with their own tax advisors in this regard.

A Resident Shareholder who is an individual (including most trusts) and has realized a capital loss on the disposition of Class B Non-Voting Shares pursuant to the Offer could have all or a portion of that loss denied under the "superficial loss" rules set out in the Tax Act. In general, these rules apply where such Resident Shareholder or a person affiliated with such Resident Shareholder has acquired Class B Non-Voting Shares in the period beginning 30 days before the disposition of Class B Non-Voting Shares pursuant to the Offer and ending 30 days after the disposition of Class B Non-Voting Shares pursuant to the Offer, and such acquired Class B Non-Voting Shares are owned by such Resident Shareholder or by a person affiliated with such Resident Shareholder at the end of such period.

A Resident Shareholder that is a corporation and has realized a capital loss on the disposition of Class B Non-Voting Shares pursuant to the Offer could have all or a portion of that loss denied under the "stop-loss" rules set out in the Tax Act. In general, these rules apply where such Resident Shareholder or a person affiliated with such Resident Shareholder has acquired Class B Non-Voting Shares in the period beginning 30 days before the disposition of Class B Non-Voting Shares pursuant to the Offer and ending 30 days after the disposition of Class B Non-Voting Shares pursuant to the Offer, and such acquired Class B Non-Voting Shares are owned by such Resident Shareholder or by a person affiliated with such Resident Shareholder at the end of such period.

Other Taxes

A Resident Shareholder that is a "Canadian-controlled private corporation" (as defined in the Tax Act) throughout the year may be liable to pay an additional tax on its "aggregate investment income" for the year, which is defined to include an amount in respect of taxable capital gains (but not dividends, or deemed dividends, that are deductible in computing taxable income). This additional tax may be refundable in certain circumstances.

A Resident Shareholder who is an individual or a trust (other than certain specified trusts), who realizes a capital gain or who is deemed to receive a dividend on the disposition of Class B Non-Voting Shares pursuant to the Offer may be subject to alternative minimum tax under the Tax Act.

Certain Resident Shareholders that are corporations, other than "private corporations" and "financial intermediary corporations" (within the meaning of the Tax) may be liable for a 10% tax under Part IV.1 of the Tax Act on any deemed dividend received to the extent that such dividends are deductible in computing the corporation's taxable income. **Resident Shareholders that are corporations are strongly encouraged to speak to their own tax advisors in this regard.**

Non-Residents of Canada

This portion of the summary is applicable to a Shareholder who, at all relevant times for purposes of the Tax Act: (i) is not resident or deemed to be resident in Canada, (ii) does not use or hold, and is not deemed to use or hold, its Class B Non-Voting Shares in connection with carrying on a business in Canada, (iii) has not, either alone or in combination with persons with whom the Shareholder does not deal at arm's length and partnerships in which the Shareholder or any such non-arm's length persons hold a membership interest directly

or indirectly through one or more partnerships, owned (or had an option to acquire) 25% or more of the issued shares of any class or series of the capital stock of AGF at any time within a 60-month period preceding the disposition of the Class B Non-Voting Shares under the Offer, and whose Class B Non-Voting Shares are not otherwise deemed to be “taxable Canadian property” (as defined in the Tax Act), (iv) deals at arm’s length with AGF and is not affiliated with AGF, and (v) is not an insurer that carries on an insurance business in Canada and elsewhere (a “**Non-Resident Shareholder**”).

A Non-Resident Shareholder who disposes of Class B Non-Voting Shares pursuant to the Offer will be deemed to receive a taxable dividend equal to the amount, if any, by which the amount paid by AGF for the Class B Non-Voting Shares exceeds the paid-up capital of such shares for the purposes of the Tax Act. AGF estimates that the paid-up capital per Class B Non-Voting Share on the date of take-up under the Offer will be approximately \$3.36. As a result, AGF expects that a Non-Resident Shareholder who disposes of Class B Non-Voting Shares under the Offer will be deemed to receive a taxable dividend, but the exact amount of such deemed dividend cannot be guaranteed. Following the Expiration Date, AGF will publicly confirm the amount of the paid-up capital per Class B Non-Voting Share.

Any such dividend will be subject to Canadian withholding tax at a rate of 25% or such lower rate as may be provided under the terms of an applicable Canadian tax treaty. For example, a dividend received or deemed to be received by a Non-Canadian Resident Shareholder that is a resident of the United States for the purposes of the Canada-United States Income Tax Convention (the “**US Treaty**”), is eligible for benefits under the US Treaty, and is the beneficial owner of such dividends will generally be subject to withholding tax at a treaty-reduced rate of 15%.

A Non-Resident Shareholder will not be subject to tax under the Tax Act in respect of any capital gain realized on the disposition of a Class B Non-Voting Share pursuant to the Offer. In the event a Class B Non-Voting Share is “taxable Canadian property” to a Non-Resident Shareholder at the time of disposition and the capital gain realized on disposition of the Class B Non-Voting Share is not exempt from tax under the Tax Act pursuant to the provisions of an applicable tax treaty, the tax consequences in respect of capital gains described above under the heading “Residents in Canada” will generally apply.

In view of the deemed dividend tax treatment described above on a sale of Class B Non-Voting Shares pursuant to the Offer and the resulting Canadian withholding tax, Non-Resident Shareholders should consult their own tax advisors regarding selling their Class B Non-Voting Shares in the market as an alternative to selling Class B Non-Voting Shares pursuant to the Offer.

United States Federal Income Tax Considerations

The acceptance of the Offer will have certain tax consequences under United States and Canadian law for Shareholders who are resident in, or citizens of, the United States. Such tax consequences are not described herein.

SHAREHOLDERS ARE URGED TO CONSULT THEIR OWN TAX ADVISORS REGARDING THE TAX CONSEQUENCES THAT MAY BE RELEVANT TO A PARTICULAR SHAREHOLDER IN LIGHT OF THE SHAREHOLDER'S PARTICULAR CIRCUMSTANCES, OR TO CERTAIN TYPES OF SHAREHOLDERS SUBJECT TO SPECIAL TREATMENT UNDER U.S. FEDERAL INCOME TAX LAWS. YOU ARE ADVISED TO CONSULT WITH YOUR OWN TAX ADVISOR TO DETERMINE THE PARTICULAR TAX CONSEQUENCES TO YOU OF THE OFFER, INCLUDING THE APPLICABILITY AND EFFECT OF STATE, LOCAL AND FOREIGN TAX LAWS.

14. LEGAL MATTERS AND REGULATORY APPROVALS

AGF is not aware of any license or regulatory permit that is material to the Company's business that might be adversely affected by the Company's acquisition of Class B Non-Voting Shares pursuant to the Offer or, except as noted below, of any approval or other action by any government or governmental, administrative or regulatory authority or agency in any jurisdiction, that would be required for the acquisition of Class B Non-Voting Shares by the Company pursuant to the Offer and that has not been obtained on or before the date hereof. Should any such approval or other action be required, the Company currently contemplates that such approval will be sought or other action will be taken. AGF cannot predict whether it may determine that it must delay the

acceptance for payment of Class B Non-Voting Shares deposited pursuant to the Offer pending the outcome of any such matter.

There can be no assurance that any such approval or other action, if needed, would be obtained or would be obtained without substantial conditions or that the failure to obtain any such approval or other action might not result in adverse consequences to the Company's business.

The Company is relying on the "liquid market exemption" specified in MI 61-101. Accordingly, the valuation requirements of securities regulatory authorities in Canada applicable to issuer bids generally are not applicable in connection with the Offer.

15. SOURCE OF FUNDS

The Company expects to fund the purchase of Class B Non-Voting Shares pursuant to the Offer, including all related fees and expenses, through available cash on hand funded by the proceeds received from the closing of the S&W Merger.

16. DEPOSITARY

AGF has appointed Computershare Investor Services Inc. to act as a depositary for, among other things, (a) the receipt of certificates representing Class B Non-Voting Shares and related Letters of Transmittal deposited under the Offer, (b) the receipt of Notices of Guaranteed Delivery delivered pursuant to the procedures for guaranteed delivery set forth in Section 5 of the Offer to Purchase, "Procedure for Depositing Class B Non-Voting Shares", (c) the receipt from the Company of cash to be paid in consideration of the Class B Non-Voting Shares acquired by the Company under the Offer, as agent for the depositing Shareholders, and (d) the transmittal of such cash to the depositing Shareholders, as agent for the depositing Shareholders. The Depositary may contact Shareholders by mail, telephone or facsimile and may request brokers, dealers and other nominee Shareholders to forward materials relating to the Offer to beneficial owners. The Depositary is not an affiliate of the Company and the Depositary acts as the Company's transfer agent and registrar.

17. FEES AND EXPENSES

National Bank Financial Inc. has been retained by the Company to serve as its exclusive financial advisor in connection with the Offer and to deliver a liquidity opinion in connection with the Offer to the Board for which it will receive a fee from AGF for its services. AGF has agreed to reimburse National Bank Financial Inc. for certain reasonable out-of-pocket expenses incurred in connection with the Offer and to indemnify National Bank Financial Inc. against certain liabilities to which it may become subject as a result of its engagement. None of the fees payable to National Bank Financial Inc. are contingent upon the conclusions reached by National Bank Financial Inc. in the liquidity opinion.

AGF has retained Computershare Investor Services Inc. to act as the Depositary in connection with the Offer. The Depositary will receive reasonable and customary compensation for its services, will be reimbursed for certain reasonable out-of-pocket expenses and will be indemnified against certain liabilities and expenses in connection with the Offer, including certain liabilities under Canadian provincial and territorial securities laws.

AGF will not pay any fees or commissions to any broker or dealer or any other person for soliciting deposits of Class B Non-Voting Shares pursuant to the Offer. Brokers, dealers, commercial banks and trust companies will, upon request, be reimbursed by the Company for reasonable and necessary costs and expenses incurred by them in forwarding materials to their customers.

AGF is expected to incur expenses of approximately \$600,000 in connection with the Offer, which includes filing fees, advisory fees, the fees of National Bank Financial Inc., Computershare Investor Services Inc., legal, translation, accounting, transfer agent and printing fees.

18. CANADIAN STATUTORY RIGHTS

Securities legislation in the provinces and territories of Canada provides Shareholders with, in addition to any other rights they may have at law, one or more rights of rescission, price revision or to damages, if there

is a misrepresentation in a circular or notice that is required to be delivered to the Shareholders. However, such rights must be exercised within prescribed time limits. Shareholders should refer to the applicable provisions of the securities legislation of their province or territory for particulars of those rights or consult a lawyer.

APPROVAL AND CERTIFICATE

September 28, 2020

The board of directors of AGF Management Limited has approved the contents of the Offer to Purchase and the accompanying Issuer Bid Circular dated September 28, 2020 and the delivery thereto to Shareholders. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

(Signed) KEVIN MCCREADIE

Kevin McCreadie
Chief Executive Officer

(Signed) ADRIAN BASARABA

Adrian Basaraba
Chief Financial Officer

On behalf of the Board of Directors:

(Signed) WAYNE SQUIBB

Wayne Squibb
Lead Director

(Signed) BLAKE C. GOLDRING

Blake C. Goldring
Executive Chairman

CONSENT OF NATIONAL BANK FINANCIAL INC.

TO: The Board of Directors of AGF Management Limited

We consent to the inclusion of our liquidity opinion dated September 27, 2020 as Schedule A to the Circular dated September 28, 2020, which schedule is incorporated by reference in the Circular and consent to the inclusion of our name and reference to our liquidity opinion in the sections titled "Purpose and Effect of the Offer – Liquidity of Market" and "Fees and Expenses" of the Circular. Our liquidity opinion remains subject to the assumptions, qualifications and limitations contained therein. In providing our consent, we do not intend that any person other than the directors of AGF Management Limited will be entitled to rely upon our opinion.

September 28, 2020

(Signed) National Bank Financial Inc.
National Bank Financial Inc.

CONSENT OF STIKEMAN ELLIOTT LLP

TO: The Board of Directors of AGF Management Limited

We consent to the references to our firm name under the headings “Background to the Offer” and “Income Tax Considerations” in the Circular dated September 28, 2020.

September 28, 2020

(Signed) Stikeman Elliott LLP
Stikeman Elliott LLP

SCHEDULE A
LIQUIDITY OPINION OF NATIONAL BANK FINANCIAL INC.



September 27, 2020

Board of Directors of AGF Management Limited
Suite 3100, 66 Wellington Street West
Toronto, ON, M5K 1E9

To the Board of Directors:

LIQUIDITY OPINION OF NATIONAL BANK FINANCIAL INC.

National Bank Financial Inc. (“**NBF**”, “**we**” or “**us**”) understands that AGF Management Limited (“**AGF**” or the “**Company**”) intends to make an Offer (as defined herein) to purchase for cash up to \$40,000,000 in value of its issued and outstanding Class B non-voting shares (the “**Class B Non-Voting Shares**”) at a price not less than \$5.65 and not more than \$6.25 per Class B Non-Voting Share. NBF understands that holders of Class A voting common shares of the Company (the “**Class A Shares**”) are not entitled to participate in the Offer by depositing their Class A Shares to the Offer. NBF understands that no director or officer of the Company, who collectively own in aggregate 19,383,763 of the Class B Non-Voting Shares (representing approximately 25.2% of the outstanding Class B Non-Voting Shares), has advised the Company that he or she intends to deposit Class B Non-Voting Shares under the Offer. However, directors or officers of the Company may decide to deposit Class B Non-Voting Shares under the Offer. As at September 25, 2020, there were 76,870,612 Class B Non-Voting Shares issued and outstanding.

In addition, we understand that the offer is subject to the terms and conditions set forth in the offer to purchase, the accompanying issuer bid circular (the “**Circular**”), the related letter of transmittal (the “**Letter of Transmittal**”), and the notice of guaranteed delivery (the “**Notice of Guaranteed Delivery**”) (which together constitute the “**Offer**”). We further understand that the Offer will be mailed to holders of Class B Non-Voting Shares on or about September 28, 2020.

NBF’s Engagement

In an agreement dated September 16, 2020 (the “**Engagement Agreement**”), the Board of Directors of the Company (the “**Board**”) engaged NBF to act as its exclusive financial advisor in connection with the Offer and to prepare and deliver to the Board NBF’s opinion (the “**Opinion**”) as to whether, as of a certain date, i) a liquid market for the Class B Non-Voting Shares exists as of the date hereof and ii) whether it is reasonable for the Board to conclude that, following the completion of the Offer in accordance with its terms, there will be a market for holders of the Class B Non-Voting Shares who do not tender to the Offer that is not materially less liquid than the market that existed at the time of the making of the Offer. This Opinion is being delivered to assist the Board in making its determination that the Offer qualifies for the “liquid market” exemption from the valuation requirements of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions (“**MI 61-101**”). The Board has, on a voluntary basis, obtained the Opinion from NBF notwithstanding that such opinion is not required pursuant to MI 61-101.

NBF will receive a fee from the Company for its services that include providing the Opinion. Such fee is payable regardless of the conclusions reached in the Opinion or whether or not the Offer is successful. The Company has agreed to reimburse NBF for its reasonable out-of-pocket expenses and to indemnify NBF for certain liabilities arising out of NBF’s engagement in connection with the Offer.

Relationship with Interested Party

None of NBF, National Bank of Canada (“**National Bank**”) or any of their affiliated entities (as such term is defined for purposes of MI 61-101):

- i. is an associated or affiliated entity or issuer insider (as such terms are defined for the purposes of MI 61-101) of the Company, its respective associates or affiliates (collectively, the “**Interested Parties**”);
- ii. is acting as an advisor to any Interested Parties in respect of the Offer (other than NBF in its capacity as financial advisor to the Board, pursuant the Engagement Agreement);
- iii. its compensation under the Engagement Agreement does not depend in whole or in part on the conclusions reached in the Opinion or the outcome of the Offer;
- iv. is the external auditor of the Company or of an Interested Party;
- v. has a material financial interest in the completion of the Offer;
- vi. during the 24 months before NBF was first contacted by the Company in respect of the Offer:
 - a. had a material involvement in an evaluation, appraisal or review of the financial condition of an interested party or an associated or affiliated entity of an interested party;
 - b. had a material involvement in an evaluation, appraisal or review of the financial condition of the Company or an associated or affiliated entity of the Company, if the evaluation, appraisal or review was carried out at the direction or request of any interested party or paid for by an interested party;
 - c. acted as a lead or co-lead underwriter of a distribution of securities by an interested party, or acted as a lead or co-lead underwriter of a distribution of securities by the Company if the retention of the underwriter was carried out at the direction or request of an interested party or paid for by an interested party;
 - d. had a material financial interest in a transaction involving an interested party; or
 - e. had a material financial interest in a transaction involving the Company; or
- vii. (x) is a lead or co-lead lender or manager of a lending syndicate in respect of the Offer, or (y) a lender of a material amount of indebtedness in a situation where an interested party or the Company is in financial difficulty and where the transaction would reasonably be expected to have the effect of materially enhancing the lender’s position.

However, NBF acted as financial advisor with respect of AGF’s investment into Stream Asset Financial Group Corp. (“SAF”) as publicly announced on September 23, 2020.

NBF, in the ordinary course of our business, acts as a trader and dealer, both as principal and agent, in major financial markets and, as such, may have had and may in the future have long or short positions in the debt or equity securities of the Company and from time to time, may have executed or may execute transactions for such entities and their respective associates and affiliates and clients from whom it received or may

receive compensation. NBF, as an investment dealer, conducts research on securities and may, in the ordinary course of its business, provide research reports and investment advice to its clients on investment matters, including with respect to the Company and its associates and affiliates and the Offer.

In addition, in the ordinary course of its business, NBF or its controlling shareholder, National Bank, may have extended or may extend loans, or may have provided or may provide other financial services, to Interested Parties. Except as expressed herein, there are no understandings, agreements or commitments between NBF or National Bank, on the one hand, and Interested Parties on the other hand with respect to any future business dealings.

Credentials of NBF

NBF is a leading Canadian investment dealer whose businesses include corporate finance, mergers and acquisitions, equity and fixed income sales and trading and investment research. NBF has extensive experience in the Canadian capital markets and has been involved in a significant number of transactions involving private and publicly traded companies, including financial institution entities. The Opinion is the opinion of NBF and the form and content hereof has been reviewed and approved for release by a group of managing directors of NBF, each of whom is experienced in merger, acquisition, divestiture, valuation and fairness opinion matters.

Scope of Review

In preparing our Opinion, we have reviewed and relied upon or carried out (without attempting to verify independently the completeness or accuracy thereof), among other things, the following:

- i. the press release published on September 23, 2020 by the Company in conjunction with the release of its Q3 2020 results;
- ii. the draft press release to be published by the Company in conjunction with the announcement of the terms of the Offer;
- iii. the most recent draft of the Circular dated September 26, 2020, together with the most recent drafts of the Letter of Transmittal and the Notice of Guaranteed Delivery;
- iv. publicly available filings and financial statements of AGF;
- v. the trading activity, volumes, and price history of the Class B Non-Voting Shares on the Toronto Stock Exchange and other alternative trading venues over the last 12 months;
- vi. the trading activity and volumes of shares of other companies listed and traded on the Toronto Stock Exchange;
- vii. the distribution of ownership of the Class B Non-Voting Shares to the extent publicly disclosed and/or provided by the Company;
- viii. the number of Class B Non-Voting Shares proposed to be purchased under the Offer relative to i) the number of outstanding Shares less ii) the number of Class B Non-Voting Shares owned by related parties of the Company and Class B Non-Voting Shares or blocks thereof that are known by us to be not freely tradeable;
- ix. the customary difference (i.e. the “spread”) between bid and ask prices in trading activity of the Class B Non-Voting Shares;

- x. other public information with respect to AGF;
- xi. discussions with senior management of AGF;
- xii. discussions with senior management and Board of AGF with respect to their intention to deposit Class B Non-Voting Shares under the Offer;
- xiii. the parameters set out in MI 61-101 that quantify the basis on which a liquid market is deemed to exist in respect of a class of securities;
- xiv. certain precedent issuer bids that we considered relevant; and
- xv. such other information as we considered necessary or appropriate in the circumstances.

We have conducted such additional analyses and investigations as we considered to be appropriate in the circumstances for the purpose of arriving at the Opinion contained herein as at date hereof.

Assumptions and Limitations

This Opinion is rendered on the basis of securities market, economic and general business and financial conditions prevailing as at the date hereof, and conditions affecting the Company and the Class B Non-Voting Shares as at the date hereof. In formulating our Opinion, we have made several other assumptions, the material assumptions being that (i) there shall be no significant change in the holdings of the Class B Non-Voting Shares, other than as a result of purchases by the Company under the Offer; (ii) all of the conditions required to complete the Offer will be met; (iii) the disclosure provided or incorporated by reference in the Circular and other relevant public documents with respect to the Company and its subsidiaries and the Offer is accurate in all material respects; and (iv) the final Offer will not differ in any material respect from the draft Offer that we reviewed.

NBF has relied upon the completeness, accuracy and fair presentation of all of the financial and other information, data, advice, opinions or representations obtained by it from public sources, senior management of the Company and their consultants and advisors (collectively, the “**Information**”). The Opinion is conditional upon the completeness, accuracy and fair presentation of such Information. Subject to the exercise of professional judgement and except as expressly described herein, we have not attempted to verify independently the completeness, accuracy or fair presentation of any of the Information.

Two senior officers of the Company Kevin McCreadie (Chief Executive Officer and Chief Investment Officer of AGF) and Adrian Basaraba (Senior Vice-President and Chief Financial Officer of AGF) have represented to NBF in a certificate delivered as of the date hereof, among other things, that the Information provided orally by, or in the presence of, an officer or employee of the Company or in writing by the Company or any of its subsidiaries (as such term is defined in the *Securities Act* (Ontario)) or their respective agents to NBF relating to the Company or any of its subsidiaries or the Offer for the purpose of preparing the Opinion was, at the date the Information was provided to NBF, and is complete, true and correct in all material respects, and did not and does not contain any untrue statement of a material fact in respect of the Company, its subsidiaries or the Offer and did not and does not omit to state a material fact in respect of the Company, its subsidiaries or the Offer necessary to make the Information not misleading in light of the circumstances under which the Information was made or provided and since the dates on which the Information was provided to NBF, except as disclosed in writing to NBF, there has been no material change, financial or otherwise, in the financial condition, assets, liabilities (contingent or otherwise), business, operations or prospects of the Company or any of its subsidiaries and no material change has occurred in the Information or any part thereof which would have or which would reasonably be expected to have a material effect on the Opinion.

We have not prepared a formal valuation of the Company or any of its securities or assets and the Opinion should not be construed as such. The Opinion does not constitute an opinion concerning the fairness, from a financial point of view, of the consideration offered to the shareholders pursuant to the Offer. In addition, NBF is not a legal, tax or accounting expert and we express no opinion concerning any legal, tax or accounting matters concerning the Offer.

The Opinion has been provided to the Board for its use only in determining the availability of an exemption from the formal valuation requirements of MI 61-101 (pursuant to paragraph 3.4(b) thereof) and may not be relied upon for any other purpose or by any other person without the prior written consent of NBF. This is not an opinion referred to in paragraph (b) of subsection 1.2(1) of MI 61-101. The Opinion is given as of the date hereof and NBF disclaims any undertaking or obligation to advise any person of any change in any fact or matter affecting the Opinion which may come or be brought to the attention of NBF after the date hereof. Without limiting the foregoing, if, after the date hereof, we learn of any material change in any fact or matter affecting the Opinion, NBF reserves the right to change, modify or withdraw the Opinion.

NBF believes that its analyses must be considered as a whole and that selecting portions of the analyses or the factors considered by it, without considering all factors and analyses together, could create a misleading view of the process underlying the Opinion. The preparation of an opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Any attempt to do so could lead to undue emphasis on any particular factor or analysis. This Opinion is not to be construed as a recommendation to any shareholder of the Company as to whether or not to tender their Class B Non-Voting Shares under the Offer. In addition, for the purpose of this Opinion, we are not expressing any opinion as to the value of the Class B Non-Voting Shares, or the prices at which such shares will trade after the completion of the Offer.

For purposes of this Opinion, the phrase “liquid market” has the meaning ascribed thereto in section 1.2(1)(a) of MI 61-101.

Conclusion

Based upon and subject to the foregoing, it is our opinion, as at the date hereof, that:

- (i) a liquid market for the Class B Non-Voting Shares exists as of the date hereof; and
- (ii) it is reasonable for the Board to conclude that, following the completion of the Offer in accordance with its terms, there will be a market for the holders the Class B Non-Voting Shares who do not tender to the Offer that is not materially less liquid than the market that existed at the time of the making of the Offer.

Yours very truly,

A handwritten signature in black ink that reads "National Bank Financial Inc." in a cursive, flowing script.

NATIONAL BANK FINANCIAL INC.

The Letter of Transmittal, certificates for Class B Non-Voting Shares, any other required documents and, if applicable, the Notice of Guaranteed Delivery, must be sent or delivered by each depositing Shareholder or the depositing Shareholder's investment dealer, stockbroker, bank, trust company or other nominee to the Depositary at its address specified below.

Office of the Depositary, for the Offer:



COMPUTERSHARE INVESTOR SERVICES INC.

By Regular Mail

Computershare Investor Services Inc.
P.O. Box 7021
31 Adelaide Street East
Toronto, ON M5C 3H2
Attention: Corporate Actions

Telephone (outside North America): 1 (514) 982-7888
Toll Free (within North America): 1 (800) 564-6253
Email: corporateactions@computershare.com

By Registered Mail, Hand or Courier

100 University Avenue
8th Floor
Toronto, ON M5J 2Y1
Attention: Corporate Actions

Any questions or requests for assistance regarding the Offer may be directed to the Depositary at the addresses and telephone numbers and email specified above. Shareholders also may contact their investment dealer, stockbroker, bank, trust company or other nominee for assistance concerning the Offer. Additional copies of the Offer to Purchase, the Circular, the Letter of Transmittal and the Notice of Guaranteed Delivery may be obtained from the Depositary. Manually executed photocopies of the Letter of Transmittal will be accepted.